Signify Innovations India Limited

Annual Report 2020-21

We are Signify

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

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

Our values

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

Customer first

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

Greater together

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

Game changer

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

Passion for results

We work smarter and faster to deliver excellence.

Always act with integrity

Chairman's Message

Dear Stakeholder,

This last year has presented challenges, the likes of which we have never experienced before, in terms of disrupted business activities, besieged healthcare infrastructure and safety of people. Your company, Signify Innovations India Ltd., responded quickly to the conditions arising from the COVID-19 pandemic. Hand-in-hand, your company's crisis team quickly rose to the challenge to protect employees and associates with a series of measures including safe working environments, tips for family safety and new efficient digital ways-of-working to avoid unnecessary travel.

In this difficult year, the company also managed to improve its profitability, even against the backdrop of a decline in overall demand due to the pandemic. We took a range of impactful actions such as solid price management, stringent cost measures, rigorous working capital management and curtailment of uncommitted and non-essential capital expenditures. We as a company are confident that we will be able to brave the new normal with strong and positive leadership and well-executed plans.

Your company had laid down a goal of carbon neutrality across its entire global operations for the year end 2020. It gives us great pride and satisfaction that we achieved this goal ahead of schedule in September 2020 itself. We now use 100% renewable electricity and send zero waste to landfills. Your company also introduced the new 'Brighter Lives Better World 2025' program, to reinforce that sustainability is at the heart of everything we do at Signify.

Our strategic focus

Our employees' efforts in implementing the strategy helped strengthen our market leadership position in connected, LED, and conventional lighting, and accelerate our path to value creation. Globally, we acquired Cooper Lighting to further consolidate our market leadership and have also integrated their operations with ours in India as well.

Leveraging more than 35 years of expertise in UV-C lighting, we launched a wide range of UV-C-based products for professionals and consumer homes that address the growing need for the disinfection of air, surfaces and objects from viruses – including the virus that causes COVID-19 – in a matter of seconds[1]. As such, the UV-C initiative remains a critical part of our commitment to health and safety.

We continued to lead the LED transformation in the country by launching innovative products during the year. We launched our Philips TwinGlow LED batten India's first up-down LED batten with dual light modes to suit both work and relaxation lighting requirements of urban families working and studying from home during the pandemic. As most offices and professional spaces remained closed due to the lockdown and reduced government and commercial projects in the year, our professional lighting sales were negatively impacted. However, we were still able to win and light up some of the most prestigious projects in the country like the Kusum Sarovar Façade lighting project in Mathura and the Arch Bridge in Bhopal.

We became the first lighting company to introduce 3D printed luminaires in India, being manufactured at our production facility in Vadodara. This highly flexible and more sustainable form of manufacturing, using 100% recyclable polycarbonate material, enables us to produce luminaires that have bespoke designs tailored to customers' exact needs. These can also be recycled at the end of their life, thereby supporting a circular economy.

Our commitment to the society

As a significant part of our country's population is still living in the dark without electric light, our Corporate Social Responsibility (CSR) program's focus has been to provide access to sustainable light to under-served communities. We positively impacted 2,75,000 lives this year with our CSR programs spread across the country. We illuminated schools, villages and playgrounds through solar-based lighting and imparted skill-based training to youth, with support from our valued project partners.

This year we also undertook a very special project to enhance the safety of COVID frontline warriors like healthcare workers and policemen who are working in unsafe environments during the pandemic by installing more than 1,000 UV-C disinfection chambers in 300 hospitals, 90 police stations and 20 old-age homes across the country. The UV-C chambers will help these people routinely disinfect their personal belongings and thereby protect them from exposure to infectious diseases.

This year we unfortunately lost our colleagues – Ashish Sethi, Shantilal Ishwarbhai Parmar, Pratikkumar Manubhai Patel and Syed Meeran Aban. We will miss them, and I would like to convey our deepest condolences to the families of these employees.

On behalf of our Board of Directors and our Leadership team, I extend my appreciation to our talented employees, who remain committed to our company's purpose. I would also like to thank our customers for their trust and loyalty, which provides us motivation and energy to continue our leadership in the industry. Finally, I would like to thank you, our valued shareholders, for your steadfast confidence in us and our strategy.

Warm Regards,
Mahesh Iyer
Chairman
Signify Innovations India Limited

[1] Signify's UV-C light sources reduced SARS-CoV-2 virus infectivity on a surface to below detectable levels in as few as 9 seconds. Nadia Storm et al, Rapid and complete inactivation of SARS-CoV-2 by ultraviolet-C irradiation, 2020. Report available at https://www.nature.com/articles/s41598-020-79600-8 . The UV-C irradiance used in this study was 0.849 mW/cm 2.

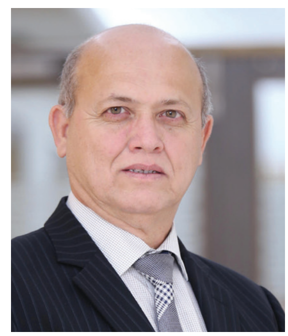
Financial Highlights

Total Income	Total Profit Before Tax	Earning per Share
₹2,516 Cr.	₹343 Cr.	₹46.52

Board of Directors

Mr. Mahesh Iyer
Chairman of the Board, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Stakeholder's Relationship Committee

Mr. Sumit Joshi
Vice Chairman, Managing Director and CEO, Member of Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Banking & Other Operations, CSR Committee



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

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

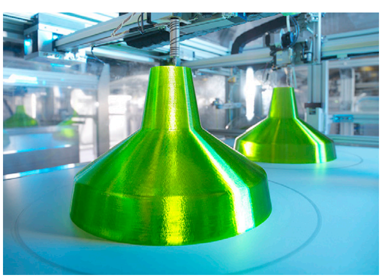
Vikas Malhotra*
Whole-time Director,
Member of Banking and Other Operations Committee,
CSR Committee

*Mr. Sukanto Aich, Whole-time Director resigned from the Board w.e.f 21st July, 2021 and Mr. Malhotra is appointed on the Board w.e.f. 23rd July, 2021 subject to the approval of the Shareholders

2020 - An extraordinary year

The company achieved carbon neutrality for all its operations across the world. We are also using 100% renewable electricity for its operations.

We launched a wide range of UV-C disinfection products for our professional customers to help them create a safer environment in their premises.



We became the first lighting company to introduce 3D printed luminaires in India, being manufactured at our production facility in Vadodara.

We had the honor to illuminate the iconic Kusum Sarovar complex in the historic town of Mathura in Uttar Pradesh, India, using our Color Kinetics Monochrome White LED system.

We launched a UV-C disinfection system and desk lamp for consumers to help them sanitize their rooms and personal belongings.

COOPER
Lighting Solutions

Globally, we acquired Cooper lighting to further strengthen our market leadership.

We illuminated the Arch Bridge in Bhopal city with our Color Kinetics range, as a part of the city's Smart City Mission Project.

We launched Philips TwinGlow LED batten, India's first up-down LED batten with two light modes to suit both work and relaxation lighting requirements.

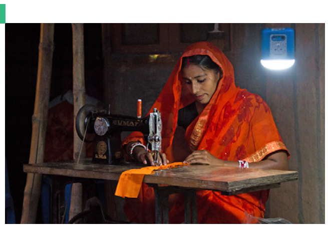
We illuminated the Arun Jaitley Cricket Stadium (Previously known as Feroz Shah Kotla Stadium) in New Delhi with our Interact Sports connected LED lighting system.

Lighting up the new India

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

Skill development training to enhance the employability of underprivileged youth

Ujjwal Jeevan is a skill development program to train youth as electricians and solar technicians to enhance their employability. The program was conducted with our training partners and had a duration of 300 hours over three months. This year 240 young professionals were trained under this program.

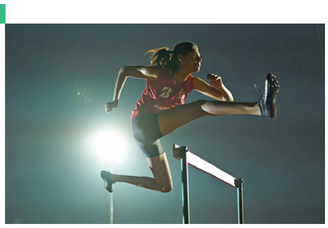


Rural Development Project of lighting up villages with solar street lighting

Har Gaon Roshan program aims to promote rural development by providing solar energy-based lighting facilities in rural villages to enhance the safety of women and children after sunset and extend the working day of the village by enabling economic activities after sunset. A total of 42 villages in the Hardoi district of Uttar Pradesh benefitted from the program this year.

Promotion of quality education in rural schools through infrastructural upgrade using solar-based energy-efficient lighting solutions

Jagmag Pathshala program aims to promote education by providing a better learning environment for school students in rural areas, through better illuminated classrooms powered by solar microgrids and LED lighting. This year we illuminated 15 rural government schools in the Nuh district of Haryana using solar microgrid solutions.



Promotion of sports through lighting infrastructural upgrade in playgrounds

Khel Jyoti program aims to promote rural sports by providing better lighting facilities in playgrounds to nurture young sports talent and enable them to play after dark. This year we illuminated 5 badminton courts in government schools situated in Uttar Pradesh.

Humanitarian project to support frontline COVID warriors

To enhance the personal safety of COVID frontline warriors and vulnerable segments of the society, we provided 1015 UV-C disinfection chambers to 300+ hospitals, 90+ police stations and 20+ old-age homes. These chambers will help these people to routinely disinfect their personal belongings like mobile phones, wallets, watches, pens, spectacles, lunch boxes, water bottles etc., thereby enhancing their safety during the pandemic.

SIGNIFY INNOVATIONS INDIA LIMITED

CONTENTS

Annual General Meeting on Friday, 17th September, 2021 at 10.00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM)

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

CORPORATE INFORMATION

Board of Directors

Chairman & Non-Executive Director
Mr. Mahesh Srinivasan Iyer

Vice- Chairman, Managing Director & CEO
Mr. Sumit Padmakar Joshi

Whole-Time Director
Mr. Vikas Malhotra

Independent & Non-Executive Directors
Ms. Sangeeta Pendurkar
Mr. Vinayak K. Deshpande

Head of Legal & Company Secretary
Mr. Nitin Mittal

Committees of Board

Audit Committee
Mr. Mahesh Srinivasan Iyer – Chairman
Ms. Sangeeta Pendurkar - Member
Mr. Vinayak K. Deshpande - Member

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

Corporate Social Responsibility Committee
Ms. Sangeeta Pendurkar - Chairperson
Mr. Vikas Malhotra - Member
Mr. Sumit Padmakar Joshi - Member

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

Banking and Other Operations Committee
Mr. Sumit Padmakar Joshi - Chairman
Mr. Vikas Malhotra - Member

Management Team

Managing Director & Chief Executive Officer
Sumit Padmakar Joshi

Whole-time Director & Head – Professional Sales
Vikas Malhotra

Chief Financial Officer
Dibyendu Raychaudhury

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

Head – System & Services
Sukanto Aich

Head - Human Resources
Anusha Suryanarayan

Head - Division Digital Products
Arun C Kumar

Head- Consumer Sales
Vinay Jha

Head- OEM & Switches Sales
Girish Chawla

Head- Supply Chain
Atul Barve

Head - Division Digital Solutions
Munish Peshin

Head - Smart Homes
Shankaranarayanan V

Head - Customer Satisfaction
Nitin Agarwal

Head - Procurement
Atul Srivastava

Head- Global Solar Business
Lalit Puri

Head - IMC & Commercial Operations
Nikhil Gupta

Head- Vadodara Plant
Nitin Harjai

Head Frontier Market Sales
Padmanava Gupta

Other Information

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

SECRETARIAL AUDITORS
PI & Associates
Companies Secretaries

COST AUDITORS
Kailash Sankhlecha & Associates
Cost Accountants

INTERNAL AUDITORS
KPMG

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

REGISTRAR AND SHARE TRANSFER AGENT
KFin Technologies Private Limited
Unit: Signify Innovations India limited
Selenium Tower-B, Plot no.31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad-500 032.
Toll Free number: 1800 309 4001,
Telephone number: +91 040-67162222,
Email: *einward.ris@kfintech.com*
Website: *www.kfintech.com*

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

NEW REGISTERED OFFICE w.e.f. 15th October, 2021
PS ARCADIA CENTRAL, 3A, 3rd floor,
4A, Abanindranath Thakur Sarani (Camac Street),
Kolkata – 700 017, West Bengal

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of **SIGNIFY INNOVATIONS INDIA LIMITED** will be held on Friday, the 17th day of September, 2021 at 10:00 am through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016, West Bengal.

ORDINARY BUSINESS:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2021, including the audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon:

   "RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2021, including the audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon, be and are hereby received, considered and adopted.

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

2. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution to declare dividend for the financial year ended 31st March, 2021:

   "RESOLVED THAT a dividend of ₹ 62.50/- (625%) per equity share on the paid-up equity shares of ₹ 10/- each of the Company, as recommended by the Board of Directors of the Company at its meeting held on 28th June, 2021, be and is hereby declared.

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

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution to appoint a director in place of Mr. Mahesh Srinivasan Iyer (DIN: 08544593), who retires by rotation and being eligible offers himself for re-appointment:

   "RESOLVED THAT Mr. Mahesh Srinivasan Iyer (DIN: 08544593), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E /E300005) as Statutory Auditors of the Company and fix their remuneration:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and based on the recommendations of the Audit Committee of the Board of Directors, approval be and is hereby granted to appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number 301003E /E300005), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as the Statutory Auditors of the Company, to hold office for a second term of five (5) years, from the conclusion of this (Sixth) Annual General Meeting up to the conclusion of the Eleventh Annual General Meeting, and that the Auditors be paid such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the KMPs, of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient regarding this resolution."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for re-appointment of Mr. Vinayak Kashinath Deshpande (DIN: 00036827) as an Independent & Non-Executive Director:

   "RESOLVED THAT subject to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the said Act, Mr. Vinayak Kashinath Deshpande (DIN: 00036827), being eligible to be appointed as an Independent Director, be and is hereby re-appointed as an Independent & Non-Executive Director on the Board of Directors of the Company, not liable to retire by rotation, for another period of 5 (five) years, with effect from 27th April, 2021.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the KMPs, of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Ms. Sangeeta Pendurkar (DIN: 03321646) as an Independent & Non-Executive Director:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Sangeeta Pendurkar (DIN: 03321646), who was appointed as an Additional Director of the Company under Section 149 & 161 of the Companies Act, 2013, by the Board of Directors with effect from 8th December, 2020, who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, the approval of the members of the Company be and is hereby granted to the appointment of Ms. Pendurkar as an Independent and Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for an aggregate term of 5 (five) consecutive years from 8th December, 2020 to 7th December, 2025.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the KMPs, of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Mr. Vikas Malhotra (DIN-09253036) as a Director of the Company in capacity of Whole-time Director:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikas Malhotra (DIN- 09253036), who was appointed as an Additional Director of the Company under Section 149 & 161 of the Companies Act, 2013, by the Board of Directors, on the basis of recommendation made by the Nomination and Remuneration Committee, with effect from 23rd July, 2021, who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, approval of the members of the Company be and is hereby granted to appoint Mr. Malhotra as Director of the Company in Executive capacity.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, approval of the members of the Company be and is hereby also accorded to appoint Mr. Vikas Malhotra (DIN- 09253036) as Whole-time Director of the Company, being Key Managerial Personnel, to hold office for an aggregate term of 5 (five) consecutive years from 23rd July, 2021 to 22nd July, 2026 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon 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. Malhotra.

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

RESOLVED FURTHER THAT Mr. Malhotra shall be entitled of increase in annual remuneration payable to him, being the Executive, as per the Policy of the Company, for the balance term of his appointment on the Board, but subject to the provisions of sections 196, 197, Schedule V and other applicable provisions, if any, of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Malhotra as Whole-time Director, the remuneration and perquisites as set out in the Explanatory Statement annexed to this notice, be paid or granted to Mr. Malhotra as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not, unless approved by the Central Government, exceed the ceiling as provided in Schedule V to the Companies Act, 2013 or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the Directors or the KMPs or the Company Secretary, of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

   "RESOLVED THAT in partial modification of the resolution passed earlier by the Members at the Annual General Meeting of the Company held on 14th September, 2020, pursuant to the recommendation made by the Nomination and Remuneration Committee, duly approved by the Board of Directors of the Company and, the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to such consents, approvals or permissions as may be necessary, including an approval from the Central Government, if required, the approval of the Members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Sumit Padmakar Joshi (DIN-07018906) as Vice-Chairman, Managing Director & Chief Executive Officer of the Company, to take effect from 1st April, 2021 for the balance term of his appointment on the Board, on the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Joshi.

   RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Joshi's office as Managing Director, the remuneration and perquisites set out in the Explanatory Statement annexed hereto, be paid or granted to Mr. Joshi as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not, unless approved by the Central Government, exceed the ceiling as provided in Schedule V to the Companies Act, 2013 or any equivalent statutory re-enactment(s) thereof.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary, of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for the revision in remuneration of Mr. Sukanto Aich (DIN- 02175058):

   "RESOLVED THAT in partial modification of the resolution passed earlier by the Members at the Annual General Meeting of the Company held on 14th September, 2020, pursuant to the recommendation made by the Nomination and Remuneration Committee, duly approved by the Board of Directors of the Company and, the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to such consents, approvals or permissions as may be necessary, including an approval from the Central Government, if required, the approval of the Members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Sukanto Aich (DIN- 02175058), Whole-time Director, to take effect from 1st April, 2021, for the balance term of his appointment on the Board, who has resigned from the office of Director, being WTD (KMP), with effect from 21st July, 2021 (close of business hours), on the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Aich.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Aich's office as Whole-time Director, the remuneration and perquisites set out in the Explanatory Statement annexed hereto, be paid or granted to Mr. Aich as minimum remuneration, provided that the total remuneration by way of salary, perquisites and any other allowances shall not, unless approved by the Central Government, exceed the ceiling as provided in Schedule V to the Companies Act, 2013 or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the Directors or the KMPs or the Company Secretary, of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Commission to the Non-Executive Independent Directors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable sections of the Companies Act, 2013 (hereinafter known as 'the Act') (including any statutory modification or re-enactment thereof), duly recommended by the Board of Directors of the Company on the basis of the recommendation made by the Nomination and Remuneration of the Company, the approval of the Members of the Company be and is hereby accorded to pay and distribute an amount of ₹ 27,50,000/- (Rupees Twenty Seven Lakh Fifty Thousand only), which is within the limits of one percent. as computed in the manner laid down in section 198 of the Act, as annual commission amongst the Non-Executive Independent Directors for the financial year 2020-21, in the manner as detailed in the Explanatory Statement attached hereto.

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

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for approval of Remuneration of Cost Auditors:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby approves the remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand only) plus applicable tax and out of pocket expenses payable to M/s Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, who are appointed by the Board of Directors as Cost Auditors of the Company, as recommended by the Audit Committee of the Company, to conduct cost audit relating to cost records of the Company for the year ending 31st March, 2022.

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

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

Place : Gurugram
Date : 29th July, 2021

Nitin Mittal
Head of Legal & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5. 6, 7, 8, 9, 10 & 11 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated 13th January, 2021 read with the General Circular No. 20/2020 dated 5th May, 2020 and the General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars, if any, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with, the said circulars, the 6th AGM of the Company shall be conducted through VC / OAVM. KFin Technologies Private Limited ('KFintech') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 10 below and is also available on the website of the Company at https://www.signify.com/en-in/our-company/company-profile.

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

4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at asimsecy@gmail.com and copy marked to the Company at harvinder.kumar@signify.com and the RTA at evoting@kfintech.com and read the other instruction given in point no. 10 (VIII)(2)(A).

5. The Share Transfer Books and the Register of Members of the Company will remain closed from 11th September, 2021 (9:00 am) to 17th September, 2021 (5:00 pm) (both days inclusive).

6. Subject to provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared, at the meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Company's Register of Members as on cut-off date i.e. 10th September, 2021. In respect of demat shares, the dividend will be payable on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose.

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

   KFin Technologies Pvt. Ltd,
   (Formerly "Karvy Fintech Pvt. Ltd..")
   Selenium, Tower-B, Plot no.31-32, Gachibowli,
   Financial District, Nanakramguda, Hyderabad-500 032.
   Toll Free no. 1800 309 4001,
   Telephone: +91 - 40 6716 2222/ 6716 1631
   Email id: einward.ris@kfintech.com

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

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

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

   I. In accordance with, the General Circular No. 02/2021 dated 13th January, 2021 read with the the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

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

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

   IV. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at https://www.signify.com/en-in/our-company/company-profile, and on the website of Fintech at https://evoting.kfintech.com or https://emeetings.kfintech.com

10. PROCEDURE 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. However, in pursuant to SEBI e-voting circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

III. 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.

IV. The remote e-voting period commences at 9.00 a.m. on 13th September, 2021 and end at 5.00 p.m. on 16th September, 2021. The remote e-voting module will be disabled by KFintech for voting thereafter.

V. 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.

VI. 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. 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.

VII. 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 of 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."

VIII. 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 Members holding shares in demat mode.

2. **Step 2:** Access to KFintech e-Voting system in case of Members 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.

1. **Details on Step 1 are mentioned below:**

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	**Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** 1. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 2. 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. 3. 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. 4. Click on company name i.e. 'Signify Innovations India Limited' or e-voting service provider i.e. KFin. 5. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the AGM. **Those not registered under IDeAS:** 1. Visit https://eservices.nsdl.com for registering. 2. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. 4. 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. 5. 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. 6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 7. Click on company name i.e Signify Innovations India Limited or e-voting service provider name i.e KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the AGM. 8. 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 user who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:** i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. 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 authenciation. **2. User not registered for Easi / Easiest** i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. 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** i. Visit www.cdslindia.com ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. 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. 'Signify Innovations India Limited' or select KFin. v. 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	I. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. II. Once logged-in, Members will be able to view e-voting option. III. 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. IV. Click on options available against Signify Innovations India Limited or KFin. V. 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

2. Details on #Step 1 are mentioned below:

Login method for e-Voting for shareholders other than Individual's 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://emeetings.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. Members 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. Members may also enter a secret question and answer of your choice to retrieve your password in case Members forget it. It is strongly recommended that Members do not share there password with any other person and that Members take utmost care to keep your password confidential.

v. Members need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Signify Innovations 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. Members 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 Members have voted on the resolution (s), they will not be allowed to modify there 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 copy marked to the Company at harvinder.kumar@signify.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. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, 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.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

3. Details on Step 3 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) Member 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 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.

11. 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 opened from 12th September, 2021 to 15th September, 2021. 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 opened from 12th September, 2021 (9:00 a.m.) to 15th September, 2021 (3.00 p.m.).

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

IV. Facility for joining AGM though VC/ OAVM shall open atleast thirty (30) minutes before the commencement of the Meeting.

V. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

VI. 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.

VII. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at harvinder.kumar@signify.com. Questions / queries received by the Company till 5.00 p.m. on Wednesday, 15th September, 2021, shall only be considered and responded during the AGM.

VIII. 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.

IX. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

X. 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.

XI. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

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 harvinder.kumar@signify.com or 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 Friday, 10th September, 2021, 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:
2. MYEPWD <SPACE> IN12345612345678
3. Example for CDSL:
4. MYEPWD <SPACE> 1402345612345678
5. Example for Physical:
6. 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 “KPRSIM”. 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.karvy.kprismv3 (Android mobile application)

12. In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of Kfintech’s website for e-voting: https://evoting.karvy.com or call Kfintech on 1800 309 4001 (toll free).

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

Mr. Anil Dalvi
Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31 - 32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032
Telephone: +91 - 40 6716 2222/ 6716 1631
E-mail: einward.ris@kfintech.com.

14. PROCEDURE FOR INSPECTION OF DOCUMENTS:

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

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

15. DIVIDEND RELATED INFORMATION:

I. The Members, whose names appear in the Register of Members / list of Beneficial Owners as 10th September, 2021, i.e. the date prior to the commencement of book closure, being the cut-off date will be paid the Dividend for the financial year ended 31st March, 2021, as recommended by the Board, if approved at the AGM.

II. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates of saving bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

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

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

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

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

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

a. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2021-22 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% (plus applicable surcharge and cess) as per Section 206AA of the Income Tax Act, 1961.

   However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2021-22 does not exceed ₹ 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2021-22.

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

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

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

i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2021-22;

ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and

v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2021-22.

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

VII. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Tuesday, 7th September, 2021.

VIII. Kindly note that the aforementioned documents are required to be submitted to the Company at harvinder.kumar@signify.com or to KFintech at einward.ris@kfintech.com on or before 7th September, 2021 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 7th September, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

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

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

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

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

Dividend Number	Date of Declaration	For the year ended	Tentative date for transfer to IEPF
01	14.09.2017	31.03.2017	21.10.2024
02	26.09.2018	31.03.2018	02.11.2025
03	06.09.2019	31.03.2019	13.10.2026
04	14.09.2020	31.03.2020	21.10.2027

16. Scrutinizer for AGM through VC/OAVM:

I. Dr. Asim Kumar Chattopadhyay, Practising Company Secretary (FCS- 2303 & CoP- 880) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-voting as well as remote e-voting process in a fair and transparent manner.

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

17. 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 Friday, 10th September, 2021, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

ITEM NO. 5

The Board of Directors, at their meeting held on 4th March, 2021, had approved, subject to the approval of the members of the Company, the appointment of Mr. Vinayak K. Deshpande as Non- Executive Independent Director under Section 149, 152 of the Companies Act, 2013.

Mr. Deshpande was initially appointed as a Non-Executive Independent Director u/s 149, 152 of the Companies Act, 2013 and rules notified thereunder, for a period of five (5) years with effect from 27th April, 2016. He has been on the Board of the Company since 2016 and member of the Nomination and Remuneration Committee, Audit Committee and chairs the Stakeholder's Relationship Committee of the Board and the Board considers that his continued association with the Company would be of immense benefit to the Company and it is desirable to continue to avail of the services of Mr. Deshpande as Non-Executive Independent Director.

In the opinion of the Board of Directors, Mr. Deshpande fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Deshpande, being eligible, is proposed to be appointed as Non-Executive Independent Director for a further term of five (5) years with effect from 27th April, 2021.

Except Mr. Vinayak K. Deshpande, being the appointee, 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.

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

ITEM NO. 6

In terms of Section 149(4) of the Companies Act, 2013 (the 'Act') read with Rule 4 of the Companies (Appointment & Qualification of Directors) Rules, 2014, your Company requires to appoint prescribed number of Independent Directors on the Board of Directors of the Company subject to the final approval from Members of the Company at the general meeting. During the financial year, Ms. Vibha Paul Rishi, one of the Independent Directors, resigned from the Board of Directors w.e.f. 15th September, 2020.

To comply with the above provisions, the Board of Directors identified Ms. Sangeeta Pendurkar, meeting the necessary criteria to be appointed as Independent Director on the Board of Directors of the Company as per the relevant provisions of the Companies Act, and appointed Ms. Pendurkar as Additional Director, fulfilling the criteria of Independence, with effect from 8th December, 2020. Ms. Pendurkar holds office as an Additional Director up to the conclusion of the forthcoming Annual General Meeting. Ms. Pendurkar has been appointed as the chairperson of the Nomination and Remuneration Committee and the Social Responsibility Committee and as the member of the Audit Committee.

As per Section 150 of the Act, appointment of Directors as Independent Directors requires approval of the members at the General Meeting. Accordingly, approval of the members of the Company is sought for appointment of Ms. Pendurkar as an Independent and Non-Executive Director for five years from the date of her appointment i.e. from 8th December, 2020 to 7th December, 2025. In pursuance of Section 149(13) of the Act, Ms. Pendurkar will not be liable for retirement by rotation.

Ms. Pendurkar holds a master's in business administration degree from Pune University and has also completed her B. Pharma from the University of Mumbai.

Ms. Pendurkar is currently the CEO of Pantaloons and Jaypore, a unit of Aditya Birla Fashion and Retail Limited (ABFRL), and also on its Board as the Whole-time Director. She is the first woman CEO in the history of the $41-billion Aditya Birla Group.

Ms. Pendurkar has had a successful career of over 30 years spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail. Prior to her current role, she was the Managing Director for Kellogg - India and South Asia.

Before joining Kellogg India, she has held senior positions at Coca-Cola India, HSBC Bank, Hindustan Unilever and at Novartis (then Hindustan Ciba-Geigy), where she started her career.

She has been listed as Fortune's most powerful women in business for six consecutive years from 2012 to 2017. She is one of the top 50 most influential women in media and marketing for 2020. She is also on Business Today's list of Most Powerful women in Indian Business for 2020. She was also recognized as the "CEO of the Year" at the ET Prime Women Leadership Awards, 2020.

Ms. Pendurkar has been the Chairperson of the FICCI - Food Processing Committee, for two consecutive years when she was part of the food industry and she is currently an Independent Director on the board of Vistara Airlines.

The Board considers it desirable that the Company should avail itself of the services of Ms. Pendurkar as Independent Director, who fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

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

Your Directors recommend the Ordinary Resolution set forth in Item No. 6 for the approval of the Members.

ITEM NO. 7

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vikas Malhotra having DIN- 09253036, Sales Leader – Professional Trade of the Company, was appointed as an Additional Director of the Company with effect from 23rd July, 2021, as recommended by the Nomination and Remuneration Committee (hereinafter known as "N&R Committee") in its meeting held on 21st July, 2021. Thereafter, the Board of Directors at the same meeting, on the basis of recommendation made by the N&R Committee, appointed Mr. Malhotra as Whole-time Director, being Key Managerial Personnel, of the Company pursuant to the provisions of Section 196, 197 & 203 of the Companies Act, 2013 (hereinafter known as "the Act") read with Schedule V of the Act and rules made thereunder, for a period of five (5) years from 23rd July, 2021 to 22nd July, 2026, liable to retire by rotation, subject to the approval of the members at the ensuing Annual General Meeting. He is also member of the Corporate Social Responsibility Committee and the Banking and Other Operations Committee of the Board of the Company.

Mr. Vikas Malhotra is an accomplished Enterprise Business leader with over 30 years of experience of working with Market Leaders in Steel and Lighting Industry. He has been with Signify/ Philips from last 10 years holding leadership position in Marketing, B2B Sales and now System & Services. His last corporate assignment before joining Signify (and Philips Lighting) was as a Regional Sales leader.

Mr. Malhotra's core experience and competencies include managing P&L responsibility across different business segments, Enterprise (B2B/B2G) and Consumer (B2C) sales management, Product management, Brand Management and Marketing. Across his various assignments, Mr. Malhotra has been responsible for Business Transformation and turnaround, creating and executing strategic vision and plans while ensuring sustainable business processes. He has successfully groomed senior leadership talents who have gone on to manage important assignments in their respective careers.

Mr. Malhotra has worked with SAIL and Tata Steel in various senior management assignments in Sales and Marketing.

Mr. Malhotra has completed his Management (PGDCM) from IIM – Calcutta and his graduation in engineering (B.Tech) from IIT Kanpur.

Mr. Malhotra is also eligible for appointment to the office of the Director at the ensuing Annual General Meeting under the provisions of the Companies Act, 2013, duly recommended by the Nomination an Remuneration Committee and the Board of Directors in their respective meetings held on 21st July, 2021.

The appointment of Mr. Malhotra as Whole-time Director is appropriate and in the best interests of the Company.

The approval of the Members is being sought with respect to the terms and conditions for the appointment of Mr. Malhotra as Whole-time Director and the remuneration payable to him. The terms and conditions proposed for the appointment of Mr. Malhotra, as fixed by the Board of Directors, are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to assume important positions in the Company, as that of the Whole-time Director.

An abstract of the terms & conditions of appointment of Mr. Malhotra as Whole-time Director, is given hereunder:

1. **Remuneration:**

Salary	₹ 10,732,997.00 per year or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount includes: 1. Basic Salary: ₹ 3,756,548.95 2. House Rent Allowance: ₹ 1,878,274.48 3. Flexible Benefit Plan: ₹ 3,903,215.35 4. Retrial Benefit: ₹ 1,194,958.21 (as set out in Part B)
Annual Incentive (Performance Linked)	₹ 2,683,249.25 (on 100% target achievement) and maximum payable upto 200%.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

Part- A

i. Mr. Vikas Malhotra shall also be entitled to perquisites and allowances including but not restricted to medical reimbursement for self and family, club fees, medical insurance, personal accident insurance, Company stock ((as per the global LTI plan) of value EUR 30000 (on 100% target achievement) and maximum payable upto 200%, Company's car for official duties and such other perquisites and allowances in accordance with the Rules of the Company as amended from time to time.

ii. The perquisites and allowances as mentioned above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the telephone at residence shall not be included in the computation of perquisites.

Part – B

iii. Company's contribution towards Provident Fund and Pension Fund not exceeding 12% of the Basic Salary or such other percentage as may be permitted in law from time to time, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.

iv. Gratuity and encashment of leave are payable as per the Rules of the Company at the end of the tenure and shall not be included in the computation of perquisites.

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

3. Mr. Malhotra shall perform the duties which may be performed by a Whole-time Director under the Act, and any other duties assigned to him by the Board from time to time.

   In view of the provisions of Sections 149, 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and rules made thereunder, the Board recommends the Ordinary Resolution set out at item no. 7 of the accompanying Notice for the approval of the Members.

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

   The Board recommends the Ordinary Resolution set forth in Item no. 7 for approval of the Members.

ITEM NO. 8

The Board of Directors of your Company appointed Mr. Sumit Padmakar Joshi (DIN-07018906) as Managing Director and Chief Executive Officer (being KMP) of the Company, in its meeting held on 14th September, 2017, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013, for a period of five (5) years from 14th September, 2017 to 13th September, 2022, not liable to retire by rotation, duly approved by the Members at their Annual General Meeting held on 26th September, 2018.

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

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

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

Mr. Joshi, in his 22 years of work experience, managed large and small businesses & teams, established global businesses with leadership position, turnaround businesses, established new businesses in challenging existing order. Mr. Joshi also led global multimillion dollar CAPEX projects with multicultural teams. He also led Sales Teams, Product Marketing, Product Development, Brand Marketing, Marcom, PR, Channel development at market level. He also has experience of managing businesses across B2C (Mass Distribution & Branded Retail), B2B & B2G domains. He also worked extensively with Manufacturing, Consumer Design and Consumer service teams.

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

In view of the annual performance review process followed by the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company is being sought with respect to revision in remuneration payable to Mr. Joshi for the balance term of his appointment on the Board with effect from 1st April, 2021.

The matter regarding revision in the remuneration of Mr. Joshi was discussed in the Nomination and Remuneration Committee of the Board and the meeting of the Board of Directors, held on 4th March, 2021. The revision in remuneration payable to Mr. Joshi is in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to hold important positions in the Company, as that of the Managing Director and CEO.

The revised remuneration payable to him, are detailed hereunder:

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

   Remuneration:

Salary	₹ 2,55,89,466 /- per annum or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount includes: 1. Basic Salary: ₹ 89,56,313/- 2. House Rent Allowance: ₹ 44,78,157/- 3. Flexible Benefit Plan: ₹ 1,06,49,440/- 4. Retrial Benefit: ₹ 15,05,556/- (as set out in Part B)
Variable Performance Linked Bonus	₹ 1,02,35,786/- payable annually at 100% of achievement of targets, as may be approved by the Board of Directors or any Committee thereof.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

Part- A

i. Mr. Joshi shall also be entitled to perquisites and allowances including but not restricted to medical reimbursement for self and family, club fees, medical insurance, personal accident insurance, Company stock (as per the global LTI plan) of value EUR 180,000 which is granted in a mix of restricted and performance shares. The final value may be greater than or less than the initial grant amount depending on Company performance but payable maximum upto 200%, Company's car for official duties as per his grade level and such other perquisites and allowances in accordance with the Rules of the Company as amended from time to time.

ii. The perquisites and allowances as mentioned above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the telephone at residence shall not be included in the computation of perquisites.

Part-B

iii. Company's contribution towards Provident Fund and Pension Fund not exceeding 12% of the Basic Salary or such other percentage as may be permitted in law from time to time, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.

iv. Gratuity and encashment of leave are payable as per the Rules of the Company at the end of the tenure and shall not be included in the computation of perquisites.

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

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

   Except Mr. Joshi, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

   The Board recommends the Ordinary Resolution set forth in Item no. 8 for approval of the members of the Company.

ITEM NO. 9

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

Mr. Sukanto Aich is an accomplished Enterprise Business leader with over 27 years of experience of working with Market Leaders in the field of Information Technology, Telecom, Office Automation and Lighting. His last corporate assignment before joining Philips Lighting was as President – Enterprise Business, Tata Teleservices.

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

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

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

In view of the annual performance review process followed by the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company is being sought with respect to revision in remuneration payable to Mr. Sukanto for the balance term of his appointment on the Board with effect from 1st April, 2021.

The matter regarding revision in the remuneration of Mr. Aich was discussed in the Nomination and Remuneration Committee of the Board and the meeting of the Board of Directors held on 4th March, 2021. The revision in remuneration payable to Mr. Aich Joshi is in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to hold important positions in the Company, as that of the Whole-time Director. However, Mr. Sukanto has resigned from the office of the directorship with effect from the close of business hours on 21st July, 2021 due to moving into a global role within Signify. Accordingly, he ceased to be member of the Corporate Social Responsibility Committee and the Banking and Other Operations Committee.

The revised remuneration payable to him, are detailed hereunder:

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

   Remuneration:

Salary	₹ 1,39,91,724/- per year or such higher amount as may be approved by the Board of Directors or any Committee thereof from time to time. The amount includes: 1. Basic Salary: ₹ 48,97,103/- 2. House Rent Allowance: ₹ 24,48,552/- 3. Flexible Benefit Plan: ₹ 58,22,866/- 4. Retrial Benefit: ₹ 8,23,203/- (as set out in Part B)
Annual Incentive (Performance Linked)	₹ 41,97,517/- (on 100% target achievement) and maximum payable upto 200%.
Perquisites	Perquisites shall be payable as set out in Part A, as applicable.

Part- A

i) Mr. Aich shall also be entitled to perquisites and allowances including but not restricted to medical reimbursement for self and family, club fees, medical insurance, personal accident insurance, Company stock ((as per the global LTI plan) of value EUR 45,000 (on 100% target achievement) and maximum payable upto 200%, Company's car for official duties and such other perquisites and allowances in accordance with the Rules of the Company as amended from time to time.

ii) The perquisites and allowances as mentioned above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the telephone at residence shall not be included in the computation of perquisites.

Part – B

iii) Company's contribution towards Provident Fund and Pension Fund not exceeding 12% of the Basic Salary or such other percentage as may be permitted in law from time to time, to the extent these either singly or together are not taxable under the Income Tax Act, 1961.

iv) Gratuity and encashment of leave are payable as per the Rules of the Company at the end of the tenure and shall not be included in the computation of perquisites.

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

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

Except Mr. Aich, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The Board recommends the Ordinary Resolution set forth in Item no. 9 for approval of the members of the Company.

ITEM NO. 10

The Board of Directors in its meeting held on 28th June, 2021, on the basis of the recommendation made by the Nomination and Remuneration Committee, has further recommended to the members of the Company to approve payment and distribution of an amount of ₹ 27,50,000/- (Rupees Twenty Seven Lakh Fifty Thousand only) as profit related commission amongst Ms. Sangeeta Pendurkar, Vibha Paul Rishi, Mr. Vinayak K. Deshpande, Non-Executive Independent Directors of the Company for the financial year ended on 31st March, 2021, pursuant to the provisions of Section 197 of the Companies Act, 2013, in the following manner:

S. No.	Names	Amount (In INR)
1	Ms. Sangeeta Pendurkar	5,00,000/-
2	Ms. Vibha Paul Rishi	7,50,000/-
3	Mr. Vinayak K. Deshpande	15,00,000/-
	Total	**27,50,000/-**

As per the evaluation carried out by the Nomination and Remuneration Committee for the previous financial year 2020-21, the above mentioned Independent Directors have actively participated in the Board meetings, contributing to the business strategies of the Company, improving Corporate governance in the area of financial and internal controls, advising on enterprise risk management and ultimately to the growth and profitability of the Company. Ms. Vibha Paul Rishi resigned from the Board with effect from 15th September, 2020 and Ms. Sangeeta Pendurkar was appointed on the Board with effect from 8th April, 2020 whose resolution to regularize as the Non-Executive Independent Director is also proposed to the members of the Company to approve in the ensuing Annual General Meeting.

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

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item no. 10 of the notice for approval of the payment and distribution of the annual commission amongst the Non-Executive Independent Directors of the Company for the financial year ended 31st March, 2021.

Except for Ms. Sangeeta Pendurkar and Mr. Vinayak K. Deshpande, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 10 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 10 of the notice for the approval by the members of the Company.

ITEM NO. 11

The Company is required to conduct the audit of its cost records by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"). The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022.

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 is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at item no. 11 of the notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

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. 11 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 11 of the notice for the approval by the members of the Company.

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

Place : Gurugram
Date : 29th July, 2021

Nitin Mittal
Head of Legal & Company Secretary

DIRECTORS' REPORT

For the financial year ended 31st March, 2021

Dear Members,

Your Company's Directors are pleased to present the 6th Annual Report of the Company, along with the Audited Annual Accounts for the financial year ended 31st March, 2021.

1. FINANCIAL PERFORMANCE:

I.I RESULTS

₹ in Millions

	2020-21	2019-20
Revenue from operations (a)	25,025	28,984
Other Income (b)	132	211
Gross Income	25,157	29,195
Profit before tax (PBT) and exceptional items	2,543	2,766
PBT and exceptional items (%)	10.2%	9.5%
Exceptional Items	883	(6)
Profit before tax	3,426	2,760
Provision for current tax	(638)	(522)
Deferred tax–Release/(Charge)	(112)	(421)
Profit after tax (PAT)	2,676	1,817
PAT(%)	10.7%	6.3%
Transfer to General Reserve	-	-

1.2 FINANCE & ACCOUNTS

This year your company has registered a de-growth of 14% (Previous year de-growth of 19%) due to decline in professional lighting and Government business, slow down in infrastructure spending, liquidity crunch in Indian markets due to defaults by few NBFCs, price erosions due to competitiveness in market and the predominantly due to the impact of Covid-19 outbreak and consequent lockdowns across India. The impact due to Covid-19 was wide-spread and impacted lives, livelihood and totally disrupted consumer markets and supply chains. The demand of our products was also severely affected on account of lockdown; its effects experienced not only in the month of March but also in the succeeding quarter. Your Company generated an EBIT of ₹ 2,370 Million (Previous year ₹ 2,616 Million) and a net cash inflow of ₹ 5,991 Million (Previous year Net Cash outflow of ₹ 2,627 Million). The Company has not made any major fund-based borrowings in this year and has managed working capital requirements from internal cash generation.

Capital expenditure during the year was ₹ 205 Million (Previous Year ₹ 1,219 Million) and investment in new plant and machinery and IT equipment's etc.

2. ANNUAL RETURN:

The extracts of Annual Return is attached to this Report in Annexure – I and the Annual Report is also available on the Company's website at *https://www.signify.com/en-in/our-company/company-profile*, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014.

3. DIVIDEND:

Your directors recommend payment of ₹ 62.50/- (625%) per share as Dividend on the fully paid equity shares for the financial year ended 31st March, 2021 and it will have a pay-out of ₹ 3,594.83/- million. In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the Dividend after deduction of tax at source.

4. TRANSFER TO RESERVES:

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

5. DEPOSITS:

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

6. BUSINESS PERFORMANCE:

2020-21 was a challenging year for the entire Indian economy as the COVID-19 pandemic spread across all parts of the country and many states remained under lockdown for several months. The entire nation faced unprecedented challenges in terms of unemployment, disrupted business activities and inadequate healthcare infrastructure. These factors also negatively impacted overall consumer sentiment and demand for lighting products. However, despite the volatility in the country's overall macro-economic environment during this extraordinary year, your company managed to deliver good business results.

The LED transformation continued with LED products generating 79% of our lighting business, reflecting that the country is close to its peak LED conversion rates, owing to easy availability and lower prices of LED lighting products. With most urban families working and studying from home during the pandemic, there was an increase in demand for LED luminaires and connected lighting products. To cater to this demand, we launched our Philips TwinGlow LED batten, India's first up-down LED batten with two light modes to suit both work and relaxation lighting requirements.

As reports emerged about SARS-CoV-2 spreading through surface contamination, sanitization of personal goods became the need of the hour. We leveraged our 35 years of experience in UV-C lighting to develop a UV-C disinfection chamber to help consumers sanitize their personal belongings. UV-C lighting is a chemical-free, residue-free and absorption-free method to disinfect air, water and surfaces. The effectiveness of Signify's UV-C light sources to inactivating SARS-CoV-2, the virus that causes COVID-19, has been validated by Boston University .

We also introduced a wide range of UV-C disinfection products and solutions for our professional customers, enabling them to safely reopen and resume their operations across offices, industries, shops and other public areas. These include our Philips UV-C disinfection upper air luminaires to disinfect air, Philips UV-C advanced disinfection System and Philips UV-C disinfection trolleys to disinfect surfaces, and Philips UV-C disinfection chambers to disinfect objects. We also launched UV-C disinfection services for consumers and professional customers, offering them an effective and cost-efficient solution for disinfecting their premises as per their desired frequency.

Our professional lighting solutions witnessed a de-growth of 25.4%, owing to reduced EESL tenders, delayed government and commercial projects, as most offices remained closed due to the lockdown, resulting in limited demand for lighting solutions. Despite these challenges, we were able to win and light up some of the most prestigious projects in the country like the Kusum Sarovar Façade lighting project. The company's LED contribution in professional lighting solutions business stood at 98% at the end of 2020-21, reflecting the level of conversion already achieved by LED lighting products.

As a carbon neutral company, we are focused on enhancing our sustainable products portfolio to minimize our and our customers impact on the environment. We became the first lighting company to introduce 3D printed luminaires in India, being manufactured at our production facility in Vadodara. This highly flexible and more sustainable form of manufacturing, using a 100% recyclable polycarbonate material, enables the company to produce luminaires that have bespoke designs tailored to a customer's exact needs and recycled at the end of their life, supporting a circular economy.

While conventional lighting still remains a substantial segment in India, it is steadily declining owing to the growing penetration of LED lighting. Our conventional lamps business has witnessed an expected de-growth of 6.2%, but we remain the market leader and now supply conventional products to most of the other lighting players in the industry as part of our last man standing strategy.

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and as on the date of this report.

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

9. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company does not have any Subsidiary/ Joint Venture/Associate Company hence details of financial performance of Subsidiary/ Joint Venture/Associate Company is not required to be attached to this report.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year under review, Mr. Mahesh Srinivasan Iyer was regularized as Non-Executive Director, at the 5th Annual General Meeting of the Company held on 14th September, 2020, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors. Mr. Iyer also serves the Chairman of the Board of your Company. Mr. Iyer retires by rotation and being eligible, offers himself for re-appointment pursuant to the Articles of Association of the Company.

Ms. Vibha Paul Rishi, Independent Director of the Company, resigned from the Board, due to her pre-occupation, with effect from 15th September, 2020. Your Board of Directors also recorded its appreciation of the valuable contributions made by Ms. Rishi as the Independent Director to the Board's deliberations and proceedings during her term on the Board.

Ms. Sangeeta Pendurkar was appointed as an Additional (Independent) Director, based on the recommendation of Nomination and Remuneration Committee, by the Board of Directors with effect from 8th December, 2020, to hold office up to the date of the forthcoming Annual General Meeting. Further, the Board also recommended to the members of the Company to appoint her as Non-Executive Independent Director of the Company.

Appointment of Mr. Vinayak K. Deshpande as the Independent Director on the Board of the Company was approved by the Shareholders at their First Annual General Meeting, held on 20th December, 2016.

All the Independent Directors have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and are also registered with the Independent Directors' Data Bank, Indian Institute of the Corporate Affairs (IICA). In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made thereunder and they are independent of the management.

Mr. Sukanto Aich was appointed as Whole-time Director (KPM) at the Second Annual General Meeting of the Company held on 14th September, 2017. Mr. Sumit Padmakar Joshi was appointed, by the Board, as the Managing Director and Chief Executive Officer (KMP) of the Company, with effect from 14th September, 2017, at the Third AGM of the Company held on 26th September, 2018. He also holds the office of Vice-Chairman of the Company, as approved by the Board, pursuant to provisions of the Articles of Association of the Company.

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

Structure of the Board of Directors:

- Mr. Mahesh Srinivasan Iyer – Chairman & Director
- Mr. Sumit Padmakar Joshi – Vice-Chairman & Managing Director
- Mr. Sukanto Aich - Whole-time Director
- Ms. Vibha Paul Rishi - Independent Director (till 15th September, 2020)
- Mr. Vinayak K. Deshpande - Independent Director
- Ms. Sangeeta Pendurkar (with effect from 8th December, 2020)

Structure of the Key Managerial Personnel:

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

The executive leadership team took a voluntary salary cut of 20% in quarter 3; with the CEO taking a cut of 25% in same quarter.

11. DECLARATION BY INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder and they are also registered with the Independent Directors' Data Bank, maintained by the Indian Institute of Corporate Affairs (IICA),

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

Meetings of the Board of Directors were held six (6) times during the financial year 2020-21. For further details of the number and dates of meetings of the Board and Committees thereof held during the financial year 2020-21 indicating the number of meetings attended by each Director, please refer to the Annexure II, which forms part of this Report.

13. BOARD EVALUATION:

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

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2020-21 based on a structured questionnaire survey.

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

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

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

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

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

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

14. COMMITTEES OF THE BOARD:

14.1. AUDIT COMMITTEE:

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

During the financial year under review, Ms. Vibha Paul Rishi ceased to be member of the Committee due to his resignation from the Board with effect from 15th December, 2020. In view of the same, the Audit Committee was reconstituted by inducting Ms. Sangeeta Pendurkar as a new member.

Presently, the Committee consists of the following members:

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

Mr. Nitin Mittal acts as Secretary to the Committee.

The Audit Committee of the Board has formulated an Audit Committee Charter of the Company, which was approved by the Board. As per the Charter, the Committee is responsible for monitoring and providing an effective supervision of the management`s financial reporting, to ensure accurate and timely disclosures, with highest levels of transparency, recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors; reviewing the annual financial statements before submission to the Board for approval.

The powers of Audit Committee include investigating any activity within its terms of reference as specified by the Board and seeking information from any employee, obtain professional advice from external sources and have full access to the information contained in the records of the Company, approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments.

The Audit Committee also mandatorily reviews information such as internal audit reports related to internal control weakness and analysis of financial condition and results of operations.

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

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

14.2. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

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

During the financial year under review, Ms. Vibha Paul Rishi ceased to be member and the chairperson of the Committee due to his resignation from the Board with effect from 15th September, 2020. In view of the same, the CSR Committee was reconstituted by inducting Ms. Sangeeta Pendurkar as a new member with effect from 8th December, 2020. Ms. Pendurkar was also appointed as the Chairperson of the Committee with immediate effect.

Presently, the Committee consists of the following members:

1	Ms. Sangeeta Pendurkar	Independent Director	Chairperson
2	Mr. Sukanto Aich	Whole-time Director	Member
3	Mr. Sumit Padmakar Joshi	Managing Director	Member

Mr. Nitin Mittal acts as Secretary to the Committee.

The Committee was setup to oversee the corporate social responsibility activities for the consideration and recommendation of the Committee. The Committee adopted a Corporate Social Responsibility (CSR) Policy and its Charter to discharge the role of Corporate Social Responsibility Committee as envisaged under Section 135 of the Companies Act, 2013 which includes formulating and recommending to the Board the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013 and the amount of expenditure to be incurred on the same.

The CSR Policy along with its Charter is also available on your Company's website at *https://www.signify.com/en-in/our-company/company-profile.*

Your Company was engaged in Corporate Social Responsibility (CSR) initiatives in various fields, during the financial year 2020-21, the details of which are set out in Annual Corporate Social Responsibility report attached as Annexure II to the Board's report.

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

14.3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

During the financial year under review, there was no change in composition of the Committee. Presently, the Committee consists of the following members:

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

Mr. Nitin Mittal acts as Secretary to the Committee.

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

For the details of the number and dates of meetings of the Committee held during the financial year 2020-21 indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

14.4.NOMINATION AND REMUNERATION COMMITTEE:

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

During the year under review, Ms. Vibha Paul Rishi resigned from the Board w.e.f. 15th September, 2020 and accordingly she ceased to be member and the Chairperson of the Committee. Ms. Sangeeta Pendurkar was appointed as the new member of the Committee by the Board with effect from 8th December, 2020. She was further appointed as the Chairperson of the Committee with effect from 16th December, 2020.

Presently, the Committee comprises the following members:

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

Mr. Nitin Mittal acts as Secretary to the Committee.

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

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

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

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

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

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

The Nomination and Remuneration Policy of the Company is also available on your Company's website at *https://www.signify.com/en-in/our-company/company-profile*.

For the details of the number and dates of meetings of the Committee held during the financial year 2020-21 indicating the number of meetings attended by each member thereof, please refer to the Annexure II, which forms part of this Report.

14.5.BANKING AND OTHER OPERATIONS COMMITTEE:

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

Presently, the Committee consists of the following members:

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

Mr. Nitin Mittal acts as Secretary to the Committee.

The broad terms of reference of the Banking and Other Operations Committee include opening and closure of bank account(s), issuance of instructions to the Bankers, granting and cancellation of the Power of Attorney, granting authorizations of execute any documents or appear or represent on behalf of the Company before any authority/court/tribunal under direct and indirect tax, civil, criminal laws and other applicable laws on the Company, granting authorization to execute documents pertaining to tenders, leave & license and other relevant agreements, approving the transfer, transmission of shares, dematerialization of shares, rematerialization of shares, issuance of duplicate share certificate(s), split, consolidation of share(s) and other matters related thereto and any other matter which the Committee deems fit and which is not reserved to be approved by the Board under the Companies Act, 2013 or any other applicable law.

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

15. VIGIL MECHANISM:

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

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

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

The Vigil Mechanism/Whistle Blower Policy is also available on your Company's website at *https://www.signify.com/en-in/our-company/company-profile*.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2021, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this report as Annexure III.

17. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

Your Company is committed to ensure that its operations are carried out within a well-defined internal control framework, good governance, robust systems and processes, a vigilant finance function and an independent Internal Audit function are the foundations of the internal control systems. Your Company has the Audit Committee in place and the Audit Committee devises robust Internal Control System and Enterprise Risk Management for the Company.

Through our internal audit processes at all levels, both the adequacy and effectiveness of internal controls across various businesses and compliance with laid-down systems and policies are being regularly monitored. A trained internal audit team is periodically validating the major IT-enabled business applications for their integration, control and quality of functionality.

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

18. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Our Employee Value Proposition structured around our core values and company's strategy is what helps in building a workplace that is highly performance driven. Our EVP is lived and felt by all employees via various programs and initiatives that run throughout the year, contextual to the focus of the organization during a specific period. Some of these initiatives are specifically tailored around creating a sense of pride and inspire our employees to "Be More" and embed a high performing value-driven culture throughout the organization:

- **Get Set Glow:** During these unprecedented times we face today, it was of utmost importance that employees are inspired & motivated to give their best and in order to do that, this initiative was designed in a way that focuses on reinventing ourselves in terms of doing things in newer & innovative ways, radically collaborate as a team, and play a larger role at an organizational as well as personal level to give back to the society

  The program comprised of several activities like – sharing inspiring stories of employees going above & beyond, Independence Day Live Virtual Quiz, Launch of a brand-new award called "Back to Business Awards" to inspire and reward employees who had want above and beyond the call of duty to drive company performance, industry stalwarts talk series, Leadership journey talk series by various Signify Leaders under 3 key themes: Newer Way of Doing things, Radical Collaboration & Giving Back to Society

- **Virtual Café Sessions:** In 2020 April, we began Virtual Café sessions to build a virtual connect among employees. We planned connect sessions among cross functional teams and with functional leaders & CEO himself. Virtual café is a platform that is focussed on building a personal connect with all our employees via various sessions, assist them in their development journeys through tailored self-learning modules and explore new business avenues like horticulture etc.

- **Leadership Virtual Connect Sessions:** It is a virtual platform for Signify India's top talent to get an opportunity and exposure to interact with the CEO and the management team. In 2020, 80 of our top talent had the opportunity to interact with a Management team member and we have now extended it to all employees on a voluntary basis to register themselves for these sessions online, have a very open discussion with the leadership and learn from their career journeys and experiences.

- **Center Stage-** Through this initiative, we tend to not only recognize consistent value driven performance but also help our employees to understand the company strategy directly from leaders. It comprises of a series of sessions conducted every quarter throughout the year, where the selected employees go through an entire day of stimulating conversations and training sessions with the business leaders, post which they go out for an informal lunch with the CEO. The positive feedback of the program and the influx of new ideas from employees have made this program highly aspirational.
- **Employee Feedback Tool:** Employee feedback is critical to improving performance across an organization. Feedback not only helps an individual to build on the competencies required but also helps the organization to drive employee engagement through actionable insights. With that in mind, we launched an anonymous employee feedback tool in July 2019 with our key focus areas to segment employees based on the employee life cycle touchpoints. The survey conducted covers employees across various touchpoints throughout their tenure – ranging from onboarding to specific milestones during their journey with us. In 2020, we also launched Exit Survey on the same tool to capture feedback of those employees who decide the to leave the organization. These survey responses provide us with actionable insights to develop innovative programs or strengthen our policies to support our employees in best possible manner.
- **Discover Mentoring Program & Global Mentoring Program:** Based on the Training Need Analysis conducted in the beginning of 2020, there was an inherent need to develop an initiative that focusses on mentoring employees and inspiring them to achieve both personal & organisational objective. The Discover mentoring initiative was built to create a strong succession bench via building future leaders & people managers in a structured approach. These programs are structured around our values, and the culture of openness, continuous learning and development.
    - o For Discover Program: the selection of the mentor & mentee is based on qualitative & quantitative feedback, overall consistent performance & potential rating. The selected mentee's go through a 6-month long mentoring & shadowing program with structured plan and self-learning modules for both mentees & mentors
    - o For Global Mentoring Program- A more inclusive approach is followed, where employee can volunteer to be listed as mentors and mentees can use the official mentoring portal in workday to reach out to any of these mentors that directly align with their area of interest and initiate the mentoring program
- **Signify talent Show:** during these unprecedented times, while the businesses across the globe are struggling & trying to constantly adapt, it is also important to focus on the mental health of the employees and ensure that they know that this is more than just a job. To do that, we developed various forums and ensure that employees are engaged, motivated and enjoy with their peers throughout the lockdown. Hence, a virtual functional talent show was conducted, where teams came together and performed from a wide range of activities showing their innate talent around various themes like fitness, dramatics, singing & dancing. This helped to create a sense of connect and builds genuine relationships beyond the purview of the work dynamic, which is core to our culture.
- **Udaan:** an initiative through which our Long Arm Salesmen & Promoters go through a series of selection criteria & development center to join us as "Sales Specialist". This is a structured program that is deployed via the following steps:
    - o Inviting nominations from all regions across India basis certain eligibility criteria
    - o These nominations then go through a preliminary screening round followed by aptitude & psychometric test
    - o The selected candidates must qualify the two virtual interview rounds
    - o The final list of candidates are then aligned with a Sales Specialist to shadow and learn via structured interventions till they are ready to join us full-time
- **Flash Forward:** As a testament to our values & the mission of solidarity, some of our leaders decided to participate in our Voluntary Initiative - Flash Forward and volunteer their time every week to coach/mentor

the impacted family members through structured intervention to help them become job ready. Total of 21 employees recommended their immediate family members for the program who were then mapped to senior leaders & subject matter experts as per the candidate's profile.

All the above engagements coupled with our flexible and supportive culture, developmental and growth opportunities that we provide to our employees resulted in the company being recognized as a Great Place to Work by GPTW® Institute for the period April 2021-March 2022.

Talent Acquisition

To build high brand recall amongst critical talent segments, your company actively used the social medium- the Life @ Signify India page on Facebook and Signify India page on LinkedIn. Your company also actively engaged with Premiere B-Schools through Campus Sparks Internship Program and our Leadership Program for New Campus Hires- Business Leadership Program (BLP).

We continuously encourage internal talent to take on diverse and bigger roles in both domestic and international markets through internal marketplace called "Opportunity Knocks". Employee Referrals continues to be the one of the top sources of hiring the right talent externally.

For our Innovation Centre at Bangalore, as part of "Campus Verve Program", we associated with top engineering colleges to hire interns. This program acts as a breeding ground for the future full-time technical talent hires who are absorbed into the company through the internship mode. For our Innovation Centre at Noida, we associated with top engineering colleges to hire Graduate Engineer Trainees. For our Cooper Lighting Solution's Innovation Centre at Pune, we hired 10 Technical Trainees who would be joining us in August 2021.

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

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

Learning & Talent Development

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

In addition to be a product champion, your company is evolving to become a leader in the space in providing lighting solutions covering products, systems and services across different industry verticals. Therefore, to stay ahead of competition it is imperative that we continue to focus on building winning capabilities and strong leadership pipeline which is also the mainstay of learning and talent management strategy. To build capability, your company maximizes learning through a robust framework comprising of learning on the job (70%), learning from others (20%) and through defined training interventions (10%). Your company has also started a series of learning sessions

"Skill Up 101" in order to upskill the employees on product knowledge, functional and behavioral competencies. To learn more about new technologies, webinar and panel discussions were conducted wherein global leaders talked about LiFi, Horticulture and UV Lighting as part of "Virtual Café". The concept of Virtual Café was designed to stay connected with the organization and utilize the time effectively to upskill during COVID-19 focusing on engagement and learning. This was also extended for our channel partners and customers. Learning@Signify – an internal online portal was a fresh initiative launched last year which has become one stop learning platform for all employees with reading content and courses on all relevant topics. Employees are further encouraged to share relevant content on Learning@Signify to encourage peer to peer learning. Several leader-led learning initiatives like Customer Focused Selling, Right Value Proposition, Business Acumen and Legal & Contracting were organized to ensure that the teams are adequately equipped to perform and succeed in their roles. Open programs in the form of "Master Class" were organized with an objective to build up communication, presentation, excel and financial acumen for everyone. Furthermore, Lean Training – Basic and Advanced is being conducted regularly. A special Learning series was conducted for our employees on the brink of the "Big Bang Jan" program we launched for starting the new year 2021 on a high, post the 1st wave of Covid pandemic slowed down. This comprised of channel specific learning, facilitated by in-house trainers, and an external speaker led session on "New Ways of Working".

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

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

Total Rewards

Sustaining a culture of recognition continued to be the focus area to engage and motivate employees. Your company continued to strengthen its flagship recognition policy 'Light-Up' executed through an online platform. The policy focuses on acknowledging and rewarding employees who deliver superior performance while demonstrating Signify's values and business principles in their ways of working. This Rewards and Recognition program is one of a kind in India amongst other Signify markets. Your Company also continued the 'Long Service Awards' policy to recognize the loyalty and commitment shown by employees over the years. We continued to strengthen our benefits offerings by covering all our employees through the newly-launched Health Check-up policy.

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

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

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

Industrial and Employee Relations

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

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

The Long-Term Wage Settlement Agreement for blue-collared employees at Vadodara Light Factory expired on 31st May 2019 and with continued bilateral negotiations with the Employees Union even after the matter pending with Industrial Tribunal, VLF successfully concluded in July 2020 and signed Long Term Wage Settlement on 7th July 2020 valid till 30th November 2022 within budget. The entire process was done in an amicable environment and under harmonious Industrial Relations.

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

19. CONSERVATION OF ENERGY, FOREIGN EXCHANGE OUTGO AND TECHNOLOGY ABSORPTION:

Information on Conservation of Energy, Technology Absorption and Foreign Exchange earnings ratio and outgo, required to be given pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is provided in Annexure IV to this Report.

20. ENVIRONMENT, ENERGY, OCCUPATIONAL HEALTH & SAFETY:

The Company's Vadodara Light Factory (VLF) has been actively involved in implementing Signify Eco Vision program. 100% of waste generated is being recycled. Many energy saving projects were undertaken. Safety of employees is the foremost concern at VLF and working towards providing a safe and accident free working environment is a culture here. We have Started monitoring of participation in the INJURY PREVENTION RATE program for people engagement. Till march we achieved 90% participation of people. Regular trainings and awareness sessions are carried out on Behavior Based Safety (BBS), Machine Safety for the employees to achieve zero accidents in the factory.

Due to spread of COVID-19 and the critical situation, all safety measures recommended by Local government and Signify safety team are implemented and awareness to the people program "SURAKSHA SAMVAD" has been held to discuss on safety measures related to COVID-19.

The Company's Vadodara Light Factory (VLF), with its focus on the environment and safety issues, has been very well appreciated during various audits done in the year. National Safety week, World safety week and World Environment Day are celebrated every year in the plant to spread awareness and safety culture within the factory. VLF had replaced the conventional lightings from the shopfloor area with energy efficient LED lights- give us significant energy saving along with many energy saving programs. One "Six sigma Black belt certification" on Energy saving done after assigned projects completion successfully. Also implemented many programs on waste reduction and Energy conservation to protect environment. Regular training and seminars are conducted on Safety and started new initiatives like Night duty manager, Monthly Safety Review with managers, Departmental safety committee meeting. Injury Prevention Rate (IPR), Industrial Equipment safety standard (IESS) going on and inculcate behavior change amongst its employees in pursuit of the Company's our aim of zero accidents at the site. VLF is also actively involved in implementing the Signify Eco-Vision program. During the year, substantial part of the waste generated at VLF was recycled. E-waste also was disposed through Proper and authorized TSDF-Treatment, Storage and Disposal Facilities.

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

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans given, investments made, guarantees given and securities provided, if any, covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements, which form part of the Company's Annual Report.

22. RELATED PARTY TRANSACTIONS:

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure V in Form –AOC-2 and the same forms part of this Report.

23. STATEMENT OF RISK MANAGEMENT:

Risk management forms an integral part of the business planning and review cycle. The Company's risk management initiatives are designed to overview the main risks known to your Company, which could hinder it in achieving its strategic and financial business objectives. The objectives are met by integrating management control into the daily operations, by ensuring compliance with legal requirements and by safeguarding the integrity of the Company's financial reporting and its related disclosures like businesses, objectives, revenues, income, assets, liquidity or capital resources. Your Company's risk management approach is embedded in the areas of corporate governance, Signify Business Control Framework, Signify Quality Management System and Signify's Integrity Code.

24. DIRECTORS RESPONSIBILITY STATEMENT:

As required under Section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge confirm that:-

(i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) The directors have prepared the annual accounts on a going concern basis;

(v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. STATUTORY AUDITORS:

The Statutory Auditors, M/s SR Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), are proposed to be re-appointed for next term of five (5) years at the Sixth Annual General of the Company, pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Rules made thereunder, from the conclusion of the Sixth Annual General Meeting upto the conclusion of the Eleventh Annual General Meeting to be held after the Sixth Annual General Meeting.

26. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, your Directors have approved the appointment of M/s Kailash Sankhlecha & Associates, Cost Accountants, having FRN-100221, to conduct the Cost Audit for the year ending 31st March, 2022, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable tax and out of pocket expenses, subject to the approval of such remuneration by the members of the Company at the ensuing Annual General Meeting.

27. SECRETARIAL AUDITORS' QUALIFICATION:

The Secretarial Audit was carried out by M/s PI & Associates, Company Secretaries for the financial year ended on 31st March, 2021. The Report given by the Secretarial Auditors is annexed as Annexure VI and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Secretarial Auditors had not reported any matter under section 204(3) of the Act read with section 134(3)(f) of the Act and under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) of the Act.

28. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

There is no qualification, reservation or adverse remarks or disclaimers made by the Auditors in their reports.

29. COMPLIANCE WITH SECRETARIAL STANDARDS:

Your Company is in compliance with the Secretarial Standards specified by the Institute of Company Secretaries of India (ICSI) related to the Board and General Meetings.

30. PREVENTION, PROHIBITION AND REDRESSAL AGAINST HARASSMENT OF WOMEN EMPLOYMENT:

In order to ensure a safe working environment for all women employees, your Company has a Prevention, Prohibition and Redressal against Sexual Harassment of Women Employees at Workplace Policy in place, adhering with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and its Rules. Consequently, the Company has set up a Core Complaints Redressal Committee at the Corporate Office in Gurgaon and Site Complaint Redressal Committees in all branch offices and factories consisting of 2-4 members, along with an external member appointed as required under the law with experience in the field of sexual harassment at workplace.

The procedure followed by the Committee is as follows - If any incident of sexual harassment occurs, 6 copies of a written complaint is to be filed by the complainant with the respective Core/Internal Complaint Redressal Committee or with the Employer within 3 months from the date of incident, along with its supporting documents and details of the witnesses and evidences. The same will be reported to the Country Compliance Officer. A copy of the same is forwarded to the respondent within 7 days. The respondent is required to file his reply, along with supporting documents and details of witnesses in the next 10 days.

The Committee attempts to reconcile the written request of the victim or proceed with the inquiry, which is to be completed within 90 days. The inquiry report is issued within 10 days from completion of the inquiry and forwarded to the CEO, Head of Legal and Head of HR. If they are satisfied with the findings of the Committee, appropriate action is taken on the lines of issuing a warning or stern warning or even termination of service, within 60 days from the date of receipt of the inquiry report. Necessary face to face trainings and online courses are provided to all employees.

During the year under review, following activities were conducted under Prevention, Prohibition and Redressal against Sexual Harassment of Women Employees at Workplace Policy:

- First, no Sexual harassment complaint was reported to any of the internal Complaint Redressal Committee during the financial year 2020-21.
- Mandatory E-learning on Prevention of Sexual Harassment was launched for all the employees of Company.

- Awareness messages sent to all employees.
- A clause added in the employee joining kit to adhere to Company Anti-Sexual Harassment workplace.

During the financial year under review no case of any sexual harassment complaint received and there is no pending case.

ACKNOWLEDGMENT:

Your Directors place on record their deep appreciation of the assistance and guidance provided by the Central Government and the State Governments, its suppliers, technology providers and all other stakeholders. Your Directors also appreciate the contribution made by the employees of your Company at all levels.

Your Directors thank the financial institutions and banks associated with your Company for their support as well. Your Directors also thank the Company's dealers and its customers for their unstinted commitment and valuable inputs.

Your Directors acknowledge the support received from you as shareholders of the Company.

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

Place : Gurugram
Date : 28th June, 2021

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

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - I

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2021

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900WB2015PLC206100
2.	Registration Date	22/04/2015
3.	Name of the Company	SIGNIFY INNOVATIONS INDIA LIMITED
4.	Category/Sub-category of the Company	Public Company / Subsidiary of Foreign Company limited by shares
5.	Address of the Registered office & contact details	Mangalam Business Center, Block B, 6th Floor, 22, Camac Street, Kolkata – 700016, West Bengal Tel: 033-66297000, *www.signify.com*
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KKfin Technologies Private Limited Selenium Tower-B, Plot no.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032. Toll Free number: 1800 309 4001 Telephone number: +91 040-67162222, Fax number:+91 040-23001153, Email: *einward.ris@kfintech.com*

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Lighting	2740	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/Ass.	% Share held	Applicable section
1.	Signify Holding B.V. (Formerly Philips Lighting Holding B.V.) High Tech Campus 45, 5656 AE Eindhoven, the Netherlands	N.A.	Holding	96.13	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2020]				No. of Shares held at the end of the year [As on 31st March, 2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2) Foreign									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	55,290,242	55,290,242	96.13	-	55,290,242	55,290,242	96.13	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	**-**	**55,290,242**	**55,290,242**	**96.13**	**-**	**55,290,242**	**55,290,242**	**96.13**	**0.00**
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	**-**	**55,290,242**	**55,290,242**	**96.13**	**-**	**55,290,242**	**55,290,242**	**96.13**	**0.00**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	2,293	2,293	0.00	-	2,293	2,293	0.00	0.00
b) Banks / FI	2,404	8,695	11,099	0.02	2,404	8,695	11,099	0.02	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2020]				No. of Shares held at the end of the year [As on 31st March, 2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**2,404**	**10,988**	**13,392**	**0.02**	**2,404**	**10,988**	**13,392**	**0.02**	**0.00**
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	38,893	13,024	51,917	0.09	39,656	13,024	52,680	0.09	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	792,696	1,124,324	1,917,020	3.33	795,468	1,114,766	1,910,234	3.32	(-0.01)
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	178,824	-	178,824	0.31	178,824	-	183,224	0.32	0.01
c) Others (specify)-Trust+NBFC	15,959	-	15,959	0.03	16,012	-	16,012	0.03	0.00
Foreign Nationals	30	-	30	0.00	30	-	30	0.00	0.00
NRI (REP)	6,447	10,908	17,355	0.03	6,496	11,088	17,584	0.03	0,00
NRI (NON-REP)	31,446	1,057	32,503	0.06	32,787	1,057	33,844	0.06	0,01
Sub-total (B)(2):-	**1,064,295**	**1,149,313**	**2,213,608**	**3.85**	**1,073,673**	**1,139,935**	**2,213,608**	**3.85**	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1,066,699**	**1,160,301**	**2,227,000**	**3.87**	**1,076,077**	**1,150,923**	**2,227,000**	**3.87**	-
C. Shares held by Custodian for GD & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**1,066,699**	**56,450,543**	**57,517,242**	**100.00**	**1,076,077**	**56,441,165**	**57,517,242**	**100.00**	-

ii) Shareholding Of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2020]			Shareholding at the end of the year [As on 31st March, 2021]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Signify Holding B.V. (Formerly Philips Lighting Holding B.V.)	55,290,242	96.13	-	55,290,242	96.13	-	-
	TOTAL	**55,290,242**	**96.13**	**-**	**55,290,242**	**96.13**	**-**	**-**

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Signify Holding B.V. (Formerly Philips Lighting Holding B.V.)				
	At the beginning of the year	55,290,242	96.13	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	There is no change in the shareholding pattern of the Promoter during the financial year 2020-21.			
	At the end of the year	55,290,242	96.13	-	-

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**PAYAL BHANSHALI**				
	At the beginning of the year	54,700	0.10	54,700	0.10
	Bought during the year	-	-	54,700	0.10
	Sold during the year	-	-	54,700	0.10
	At the end of the year	54,700	0.10	54,700	0.10
2	**VALLABH ROOPCHAND BHANSHALI**				
	At the beginning of the year	27,350	0.05	27,350	0.05
	Bought during the year	-	-	27,350	0.05
	Sold during the year	-	-	27,350	0.05
	At the end of the year	27,350	0.05	27,350	0.05

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	**AJAY KUMAR**				
	At the beginning of the year	23,002	0.04	23,002	0.04
	Bought during the year	-	-	23,002	0.04
	Sold during the year	-	-	23,002	0.04
	At the end of the year	23,002	0.04	23,002	0.04
4	**SANGEETA GUPTA**				
	At the beginning of the year	17,600	0.03	17,600	0.03
	Bought during the year	2,400	0.00	20,000	0.03
	Sold during the year	-	-	20,000	0.03
	At the end of the year	20,000	0.03	20,000	0.03
5	**PUNIT KUMAR**				
	At the beginning of the year	17,000	0.03	17,000	0.03
	Bought during the year	2000	-	19,000	0.03
	Sold during the year	-	-	19,000	0.03
	At the end of the year	17,000	0.03	19,000	0.03
6	**NIVEDITA MALVI**				
	At the beginning of the year	15,296	0.03	15,296	0.03
	Bought during the year	-	-	15,296	0.03
	Sold during the year	-	-	15,296	0.03
	At the end of the year	15,296	0.03	15,296	0.03
7	**SURESH GUPTA**				
	At the beginning of the year	13,600	0.02	13,600	0.02
	Bought during the year	-	-	13,600	0.02
	Sold during the year	-	-	13,600	0.02
	At the end of the year	13,600	0.02	13,600	0.02
8	**AMISH NARENDRA SHAH**				
	At the beginning of the year	10,276	0.02	10,276	0.02
	Bought during the year	-	-	10,276	0.02
	Sold during the year	-	-	10,276	0.02
	At the end of the year	10,276	0.02	10,276	0.02

S.N.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	**HINA KIRTI DOSHI**				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	-	-	10,000	0.02
	Sold during the year	-	-	10,000	0.02
	At the end of the year	10,000	0.02	10,000	0.02
10	**HITESH SHANTILAL MEHTA**				
	At the beginning of the year	10,000	0.02	10,000	0.02
	Bought during the year	-	-	10,000	0.02
	Sold during the year	-	-	10,000	0.02
	At the end of the year	10,000	0.02	10,000	0.02

v) Shareholding of Directors and Key Managerial Personnel: Not Applicable

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹ Million)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sumit P. Joshi (MD)	Sukanto Aich (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29.27	15.64	44.91
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.17	0.06	1.23
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	
5	Others, please specify	-	-	-
	Total (A)	**30.44**	**15.70**	**46.14**
	Ceiling as per the Act (10%)			268.59

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Vinayak K. Deshpande (ID)	Vibha Paul Rishi (ID)*	Sangeeta Pendurkar (ID)**	Mahesh S. Iyer (Director)	Total Amount
1	**Independent Directors**					
	Fee for attending board committee meetings	0.47	0.22	0.20	-	0.90
	Commission	1.35	1.35	-	-	2.70
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	**Other Non-Executive Directors**					
	Fee for attending board committee meetings	-	-		-	-
	Commission	-	-		-	-
	Others, please specify	-	-		-	-
	Total (2)	-	-		-	-
	Total (B)=(1+2)	1.82	1.57	0.20	-	3.60
	Total Managerial Remuneration (A+B)					49.74
	Overall Ceiling as per the Act(10% as per above + 1%)					315.25

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

(Amount in ₹ Million)

SN	Particulars of Remuneration	Key Managerial Personnel				
		Sumit Padmakar Joshi (CEO)	Sukanto Aich (WTD)	Dibyendu Raychau-dhury (CFO)	Nitin Mittal (Company Secretary)	Total
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Information is disclosed in "Point A" above and forms part of the same.		10.25	6.88	17.13
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			0.32	0.14	0.46
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			-	-	-
2	Stock Option			-	-	-
3	Sweat Equity			-	-	-
4	Commission			-	-	-
	- as % of profit			-	-	-
	others, specify...			-	-	-
5	Others, please specify			-	-	-
	Total			10.57	7.02	17.59

*Ms. Vibha Paul Rishi resigned from the Board w.e.f. 15th September, 2020

**Ms. Sangeeta Pendurkar was appointed as Additional (Impendent) Director w.e.f. 8th December, 2020

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Place : Gurugram
Date : 28th June, 2021

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

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - II

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

Board of Directors:

During the financial year 2020-21, 6 (Six) meetings of the Board of Directors were held on 27th April, 2020, 23rd June, 2020, 28th July, 2020, 23rd November, 2020, 16th December, 2020 and 4th March, 2021.

Name of the Directors	Attendance at the Board meetings		Attendance at last AGM
	No. of Meetings which Director was entitled to attend	No. of Meetings attended	
Mr. Mahesh Srinivasan Iyer	6	6	Yes
Ms. Sangeeta Pendurkar**	2	2	NA
Mr. Sumit Padmakar Joshi	6	6	Yes
Mr. Sukanto Aich	6	5	Yes
Ms. Vibha Rishi Paul*	3	3	Yes
Mr. Vinayak K. Deshpande	6	6	Yes

Audit Committee:

During the financial year 2020-21, 3 (three) meetings of the Audit Committee were held on 28th July, 2020, 23rd November, 2020 and 4th March, 2021.

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

Nomination and Remuneration Committee:

During the financial year 2020-21, 3 (three) meetings of the Nomination and Remuneration Committee were held on 28th July, 2020, 23rd November, 2020 and 4th March, 2021.

Name of members	Nature of membership	Attendance at the NRC meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Ms. Vibha Rishi Paul*	Chairperson	1	1
Ms. Sangeeta Pendurkar**	Chairperson	1	1
Mr. Sumit Padmakar Joshi	Member	3	3
Mr. Mahesh Srinivasan Iyer	Member	3	3
Mr. Vinayak K. Deshpande	Member	3	3

Corporate Social Responsibility Committee:

During the financial year 2020-21, 3 (three) meetings of the Corporate Social Responsibility Committee were held on 28th July, 2020, 16th December, 2020 and 4th March, 2021.

Name of members	Nature of membership	Attendance at the CSR Committee meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Ms. Vibha Rishi Paul*	Chairperson	1	1
Ms. Sangeeta Pendurkar**	Chairperson	2	2
Mr. Sumit Padmakar Joshi	Member	3	3
Mr. Sukanto Aich	Member	3	2

Stakeholders' Relationship Committee:

During the financial year 2020-21, 1 (one) meetings of the Stakeholders Relationship Committee was held on 23rd November, 2020.

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

Banking and Other Operations Committee:

During the financial year 2020-21, 6 (Six) meetings of the Banking and Other Operations Committee were held on 17th August, 2020, 14th September, 2020, 12th October, 2020, 10th November, 2020, 10th February, 2021 and 10th March, 2021.

Name of members	Nature of membership	Attendance at the Board meetings	
		No. of Meetings which Director was entitled to attend	No. of Meetings attended
Mr. Sumit Padmakar Joshi	Chairman	6	6
Mr. Sukanto Aich	Member	6	6

*Ms. Vibha Paul Rishi resigned from the Board w.e.f. 15th September, 2020

**Ms. Sangeeta Pendurkar was appointed as Independent (Additional) Director w.e.f. 8th December, 2020

Annexure-III

ANNUAL REPORT ON CSR ACTIVITIES

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

1. A brief outline of CSR Policy of the Company:

The Board of Directors approved CSR Policy of the Company, pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules notified thereunder. The CSR Policy of the Company is accessible on your Company's website at *https://www.signify.com/en-in/our-company/company-profile*.

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

- Ujjwal Jeevan – This is a skill development program to train youth as electricians and solar technicians to enhance their employability. The program was conducted with our training partners and had a duration of 300 hours over three months. A total of 240 youth were trained under this program.
- Har Gaon Roshan (Lighting up villages) - The objective of this program is to promote rural development by providing solar energy-based lighting facilities in rural villages to enhance the safety of women and children after sunset and extend the working day of the village, thereby also enabling economic activities after sunset. A total of 42 villages were illuminated with solar street lighting in the Hardoi District of Uttar Pradesh as a part of ths program.
- Jagmag Pathshala (School Lighting) – The main objective of this program is to promote education by providing a better learning environment for school students in rural areas, through better illuminated classrooms powered by solar microgrids and LED lighting. This year we illuminated 15 rural government schools in Nuh district of Haryana with Solar microgrid solutions.
- Khel Jyoti (Lighting up playgrounds) – The objective of the program is to promote rural sports by illuminating playgrounds in rural areas by providing better lighting facilities to nurture young sports talent and enable children to play after dark. We have illuminated total 5 badminton court powered with solar lighting in government schools of Nuh District of Haryana.

Apart from above thrust areas, Signify India also undertook some special projects towards promotion of health care, including preventive healthcare and disaster management for Covid-19 management, keeping in view of the spead of Covid-19 in India. To support the personal safety of Covid frontline warriors and most vulnerable segment of society, Signify along with NGO's partners provided 1015 UV-C Chambers that can disinfect the personal belongings of COVID frontline warriors (like mobile phones, wallets, watches, pens, spectacles, lunch boxes, water bottles etc) in 300+ hospitals, 90+ police stations and 20+ old age homes, thereby enhancing their safety during the pandemic.

2. Composition of CSR Committee:

Sl. no	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year (entitled to attend)	Number of meetings of CSR Committee attended during the year
1	Ms. Vibha Paul Rishi*	Independent Director	1	1
2	Ms. Sangeeta Pendurkar**	Independent Director	2	2
3	Mr. Sukanto Aich	Whole-time Director	3	2
4	Mr. Sumit Padmakar Joshi	Managing Director	3	3

*Ms. Vibha Paul Rish resigned from the Directorship w.e.f. 15th September, 2020 and accordingly ceased to be Chairperson/member of the CSR Committee.

**Ms. Sangeeta Pendurkar was appointed as the Chairperson/member of the Committee w.e.f. 8th December, 2020.

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:** *https://www.signify.com/en-in/our-company/company-profile*

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):** Not applicable

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

Sl.No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any
1	2020-21	NIL	NIL

6. **Average net profit of the company as per section 135(5):** ₹ 3818.28 Million

7. **(a) Two percent of average net profit of the company as per section 135(5):** ₹ 76.37 Million

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

   (c) Amount required to be set off for the financial year, if any: NIL

   (d) Total CSR obligation for the financial year (7a+7b-7c).: ₹ 76.37 Million

8. **(a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	. Amount.	Date of transfer.
76.56 Million	Nil	NA	NA	NIL	NA

   (b) Details of CSR amount spent against ongoing projects for the financial year: Not applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project		Project duration	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementa tion - Direct (Yes/No)	Mode of Implementation Through Implementing Agency.	
				State	District						Name	CSR Registration number
NA												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project		Amount spend of the project (in ₹)	Mode of Implementa tion - Direct (Yes/No)	Mode of Implementation Through Implementing Agency.	
				State	District			Name	CSR Registration number
I	Skill development training to enhance the employability of underprivileged youth	Skill Development	Yes	West Bengal	North 24 Parganas, South 24 Pargans, Malda	2.04 Million	No	Orion Educational Society	CSR00000597
				Haryana	Bhiwani				
				Delhi	Delhi				
				Uttar Pradesh	Ghazipur				
ii	Promotion of quality education in rural schools through infrastructural upgrade using Solar based and Energy efficient lighting	Promotion of Education	Yes	Haryana	Nuh	5.48 Million	No	SRF Foundation	CSR00000733
iii	Promotion of Sports through lighting infrastructural upgrade in playgrounds	Promotion of Sports	Yes	Uttar Pradesh	Gautam Buddha Nagar	3.12 Million	No	SRF Foundation	CSR00000733
iv	Rural Development Project of Lighting up villages with solar street lighting	Rural Development of villages	Yes	Uttar Pradesh	Hardoi	9.97 Million	No	Finish Society	CSR00001053
v	Covid-19 related project to support frontline Covid warriors	Promoting Health Care	Yes	Pan India	Pan India	17.79 Million	No	People to People Health Foundation	CSR00000068
						24.11 Million	No	Disha Foundation	CSR00005716
						5.48 Million	No	Finish Society	CSR00001053
						5.42 Million	No	Evangelical Social Action Forum(ESAF)	CSR00002189
	Total					**73.41 Million**			

(d) Amount spent in Administrative Overheads: ₹ 3.15 Million

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 76.56 Million

(g) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	76.37
(ii)	Total amount spent for the Financial Year	76.56
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.19
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.19

9. **(a) Details of Unspent CSR amount for the preceding three financial years:** Not Applicable

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
NA							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.
NA								

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).**

    (a) Date of creation or acquisition of the capital asset(s); Not applicable

    (b) Amount of CSR spent for creation or acquisition of capital asset: NIL

    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. Not applicable

    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). Not applicable

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).:** Not applicable

For **SIGNIFY INNOVATIONS INDIA LIMITED**

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

SANGEETA PENDURKAR
Independent Director
Chairperson- CSR Committee
(DIN: : 03321646)

Place : Gurugram
Date : 28th June, 2021

Annexure - IV

Information in accordance with Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31st March 2021.

A. ENERGY CONSERVATION

The following measures were implemented during the Financial Year ending on 31st March, 2021:

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

   a) Upgraded 1.3 MW natural gas Power generator with 2.0MW capacity. Unit rate benefit in electricity.

   b) Replacement of conventional lights with LED lights on Shop floor, reduction of lighting power achieved.

   c) Screw chiller installed for Glass plant chilled water requirements, reduction of 250 nm3 of natural gas.

   d) SO2 blower centralization and optimization of power consumption in GLS plant- 125KWH/day

   e) Continue reduction of compressed air consumption at VTL & Glass Plant.

   f) "No Production No Energy" program deployment with awareness, SOP to conserve nonproductive energy.

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

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

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

   The Company has invested ₹ 11 million during this year on Capex for energy saving equipments.

B. RESEARCH & DEVELOPMENT (R & D)

Your Company continues to derive the sustainable benefits from the strong foundation and Long tradition of Research and development. During the year the Company continued to focus on the development of its products to preserve and strengthen its competitive position in various lighting related products. Your Company believes that process development and import substitution are of paramount importance and put all its efforts to establish the same. The Company's R & D laboratories have been instrumental in providing the Company with a sustainable competitive advantage through application of Science and Technology.

1. **Specific areas in which R & D has been carried out**

   LED luminaires, solar powered LED luminaires, configurable luminaires, DC power packs for multiple application areas like street area, sports, Garden, office, retail outlets and Industry.

2. **Benefits derived as a result of above efforts**

   Energy efficient and environment friendly lighting solution with better design and superior to competition. Significant growth in LED market with enhanced affordability (lower cost) and reliability (enhanced useful life) imparted to the new products.

3. **Future plan of action**

   Continue to engage in design & development of new generation Energy efficient and environment friendly lighting solution.

4. **Expenditure incurred on R&D**

   The Company has obtained approval of its in-house research and development facility ('R&D facility') located at Sector 57, Noida, UP from Ministry of Science and Technology, Department of Scientific and Industrial Research ('DSIR'). The objective of in-house scientific research undertaken by the Company is to improve people's life through meaningful innovations. During the financial year 2020-21 and 2019-20, the Company has incurred following expenditure on in-house research and development in the said R&D facility:

(₹ in Million)

Particulars	2020-21	2019-20
A Capital Expenditure	9	53
B Net Revenue Expenditure	253	310
TOTAL	**262**	**363**

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

i) Efforts made towards technology absorption, adoption and innovation:

Imbibing a strong capability in connected lighting/system & services, adding features related to customer interface and connectivity.

ii) Benefits derived as a result of above efforts

Improvement in product quality, cost reduction, product development and import substitution.

D. FOREIGN EXCHANGE EARNINGS & OUTGO

During the year total inflow in foreign exchange was ₹ 3,363 million and total outflows in foreign exchange was ₹ 1,628 million.

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

Place : Gurugram
Date : 28th June, 2021

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

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - V

Form No. AOC-2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

I. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2021, which were not on an arm`s length basis.

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

S. no	Name(s) of the related party & Nature of Relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board:	Amount Paid as Advances, if Any	Value of Transactions during the Year Ended March 31, 2021 (₹ Million)
1	Signify Netherlands B.V. Fellow Subsidiary Company	Purchase of IT Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	483
2	Signify Netherlands B.V. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	584
3	Signify Poland Sp. z.o.o. Fellow Subsidiary Company	Purchase of Raw Material and Stock-in -trade	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	294
4	Signify Netherlands B.V. Fellow Subsidiary Company	Sale of products	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	900
5	Signify Holding B.V. Holding Company	Sale of Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	343
6	Signify Netherlands B.V. Fellow Subsidiary Company	Sale of Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	1,286

S. no	Name(s) of the related party & Nature of Relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board:	Amount Paid as Advances, if Any	Value of Transactions during the Year Ended March 31, 2021 (₹ Million)
7	Signify Holding B.V. Holding Company	Management Support Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	122
8	Signify Netherlands B.V. Fellow Subsidiary Company	Technical Royalty	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	1,310
9	Cooper Lighting Solutions UK Limited	Sale of Services	Yearly	Based on Transfer Pricing Guidelines	Not Applicable since the contract was entered in the ordinary course of business and on arm's length basis	Not Applicable	442

*Please note that material transactions with related parties of value ₹ 100 Million or more have been taken into account while preparing this form. The complete list of related party transactions forms part of Notes to the financial statements, forming part of this Annual Report.

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

Place : Gurugram
Date : 28th June, 2021

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

SUKANTO AICH
Whole-time Director
(DIN: 02175058)

Annexure - VI

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SIGNIFY INNOVATIONS INDIA LIMITED
(formerly known as Philips Lighting India Limited)
(U74900WB2015PLC206100)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Signify Innovations India Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and as applicable to the Company, in the manner and subject to the reporting made hereinafter:

Subject to the limitations given in this report, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(not applicable)**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(not applicable)**

   b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **(not applicable)**

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

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

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

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

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

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

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

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

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

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings and the Company is generally in compliance with the standards.

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

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven (7) days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision were carried through and there were no instances where any director expressing any dissenting views.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had Nil events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

For PI & Associates,
Company Secretaries

Ankit Singhi
Partner
ACS No.: 20642
C P No.: 16274
UDIN: A020642C000535057

Date : 29th June, 2021
Place : New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

"Annexure A"

To,
The Members,
SIGNIFY INNOVATIONS INDIA LIMITED
(Formerly Known as Philips Lighting India Limited)

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Ankit Singhi
Partner
ACS No.: 20642
C P No.: 16274
UDIN: A020642C000535057

Date : 29th June, 2021
Place : New Delhi

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of Signify Innovations India Limited ("the Company"), which comprise the Balance Sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 42 to the accompanying financial results which describes the management's assessment of the impact of uncertainties arising because of Covid-19 pandemic and its consequential effects on the Company's operations and results.

Our opinion is not modified in respect of this matter.

Other Information

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

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

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

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 38 to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

per Amit Chugh
Partner
Membership Number:
UDIN: 21505224AAAABQ5210

Place of Signature: Gurugram, Haryana
Date: June 28, 2021

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

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

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

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

(c) According to the information and explanations given by the management and on the basis of opinion received from expert, Pursuant to the scheme of arrangement for Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited ("Demerged Company") and Signify Innovations India Limited ("Resulting Company"), the ownership of all the immovable properties pertaining to Lighting business of the Demerged Company which included the Land and Building at Vadodara have been transferred to and vested in the name of resulting Company. As explained to us, Registration of title deeds is in progress in respect of Land and building acquired in the scheme of demerger having net block of ₹ 249.10 million (Gross block of ₹ 607.93 million).

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

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

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

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

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

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

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

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

Name of Statue	Forum where matter is pending	Nature of Matter	Financial year to which matter relates	Amount in Millions
The Central Excise Act, 1944	High Court	Excise Related Matter	1991-1997	0.93
	CESTAT	Excise Related Matter	1990-1994, 1991-1997, 1996-1998, 1996-2001, 2000-2003, 2006-2012, 2009-2014, 2014-2015	97.73
		Cenvat Related Matter	2005-2010 & 2010-2011.	3.46
	Additional Commissioner of Central Excise	Excise Related Matter	2005-2006, 2008-2010 & 2015-2016	0.20
	Commissioner of Central Excise	Excise Related Matter	2016-2017 & 2014-2015.	7.26
		Cenvat Related Matter	2011-2014 & 2016-2017	16.83
Central Sales Tax Act / Value Added Tax Act	Commissioner of Sales Tax	Sales Tax / Value added Tax (including interest)	2016-2017 & 2017-2018.	298.74
Income Tax Act, 1961*	ITAT, New Delhi	Disallowance of expenses	AY 2010-11, 2011-12, 2013-14	251.69

*Pursuant to Memorandum of Understanding (MOU) signed at the time of Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited ("Demerged Company") and Signify Innovations India Limited (Formerly Philips Lighting India Limited) ("Resulting Company"), above mentioned cases will be contested by Philips India Limited and the amount of liability relating to Lighting Business, if any, upon conclusion of cases shall be payable by Signify Innovations India Limited (Formerly Philips Lighting India Limited) to Philips India Limited on the basis of agreed upon criteria mentioned under MOU (refer Note 38).

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

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

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

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

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

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

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

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

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

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

per Amit Chugh
Partner
Membership Number:
UDIN: 21505224AAAABQ5210

Place of Signature: Gurugram, Haryana
Date: June 28, 2021

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIGNIFY INNOVATIONS INDIA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Signify Innovations India Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements.

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

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

per Amit Chugh
Partner
Membership Number:
UDIN: 21505224AAAABQ5210

Place of Signature: Gurugram, Haryana
Date: June 28, 2021

Balance sheet as at 31 March 2021

(₹ in million)

	Notes	As at 31 March 2021	As at 31 March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	917	964
Intangible on acquisition	3	939	939
Right-of-use assets	4	1,039	752
Capital work-in-progress		32	40
Financial assets			
(i) Other non-current financial assets	5	54	99
Deferred tax assets (net)	6	326	437
Other non-current assets	7	56	76
Total non-current assets		**3,363**	**3,307**
Current assets			
Inventories	8	2,637	2,979
Financial assets			
(i) Trade receivables	9	2,280	2,502
(ii) Cash and cash equivalents	10	8,703	2,712
(iii) Other bank balances	11	63	56
(iv) Other current financial assets	12	173	108
Current tax assets (net)	13	335	319
Other current assets	14	931	1,126
Total current assets		**15,122**	**9,802**
Assets classified as held for sale	41	-	208
Total assets		**18,485**	**13,317**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	575	575
Other equity	16	6,634	4,423
Total equity		**7,209**	**4,998**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Leasehold Obligations	17	814	504
(ii) Other non-current financial liabilities	18	3	-
Non-current provisions	19	155	169
Other non-current liabilities	20	305	428
Total non-current liabilities		**1,277**	**1,101**
Current liabilities			
Financial liabilities			
(i) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	21	993	324
(b) Total outstanding dues of other than micro enterprises and small enterprises		6,441	4,472
(ii) Leasehold Obligations	17	293	297
(iii) Other current financial liabilities	22	325	281
Other current liabilities	23	907	742
Current provisions	24	1,040	1,102
Total current liabilities		**9,999**	**7,218**
Total liabilities		**11,276**	**8,319**
Total equity and liabilities		**18,485**	**13,317**

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

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

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28th June, 2021

For and on behalf of Signify Innovations India Limited

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

Sukanto Aich
Whole Time Director
(DIN: 02175058)

Dibyendu Raychaudhury
Chief Financial Officer
(PAN - AEFPR7095P)

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

Place : Gurugram
Date : 28th June, 2021

Statement of profit and loss for the year ended 31 March 2021

(₹ in million)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue			
Revenue from contract with customers	25	25,025	28,984
Other income	26	132	211
Total income		**25,157**	**29,195**
Expenses			
Cost of raw materials & components consumed	27	1,385	1,498
Purchases of stock-in-trade		12,334	16,004
Changes in inventories of finished goods and stock-in-trade	28	405	(444)
Employee benefits expense	29	3,552	3,461
Finance costs	30	64	63
Depreciation, amortization and impairment	31	635	608
Other expenses	32	4,239	5,239
Total expenses		**22,614**	**26,429**
Profit before exceptional items and tax		**2,543**	**2,766**
Less: Exceptional items	41	(883)	6
Profit before tax		**3,426**	**2,760**
Tax expense	6		
- Current tax		638	522
- Deferred tax		112	421
Total tax expense		**750**	**943**
Profit for the year (A)		**2,676**	**1,817**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement gain/(loss) of defined benefit plans	6	(46)	(132)
Income tax relating to remeasurement of defined benefit plans		12	33
Total other comprehensive income for the year (B), Net of tax		**(34)**	**(99)**
Total comprehensive income for the year (A + B)		**2,642**	**1,718**
Earnings per equity share (face value of ₹ 10 each)			
Basic (in ₹)		46.52	31.59
Diluted (in ₹)		46.52	31.59

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

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

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28th June, 2021

For and on behalf of Signify Innovations India Limited

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

Sukanto Aich
Whole Time Director
(DIN: 02175058)

Dibyendu Raychaudhury
Chief Financial Officer
(PAN - AEFPR7095P)

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

Place : Gurugram
Date : 28th June, 2021

Statement of changes in equity for the year ended 31 March 2021

(a) Equity share capital

	As at 31 March 2021		As at 31 March 2020	
	No. of Shares	Amount (₹ in million)	No. of Shares	Amount (₹ in million)
Balance at the beginning of the year	57,517,242	575	57,517,242	575
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting year	**57,517,242**	**575**	**57,517,242**	**575**

(b) Other equity

	Reserves and surplus		Other Comprehensive Income (₹ in million)	Total (₹ in million)
	Capital Reserve (₹ in million)	Retained earnings (₹ in million)		
Balance at 31 March 2019 (refer note 16)	**2,109**	**2,665**	**51**	**4,825**
Impact of IndAS 116 transition (refer note 2.2(a)).	-	(39)	-	(39)
Adjusted Balance at April 1, 2019 (refer note 16)	**2,109**	**2,626**	**51**	**4,786**
Profit for the year	**-**	**1,817**	**-**	**1,817**
Other comprehensive income	**-**	**-**	**(99)**	**(99)**
Dividends paid	-	(1,726)	-	(1,726)
Dividend distribution tax	-	(355)	-	(355)
Total comprehensive income for the year	**-**	**(264)**	**(99)**	**(363)**
Balance at 31 March 2020 (refer note 17)	**2,109**	**2,362**	**(48)**	**4,423**
Profit for the year	-	2,676		2,676
Remeasurement loss of Defined benefit plan	-	-	(34)	(34)
Dividends paid	-	(431)		(431)
Total comprehensive income for the year	**-**	**2,245**	**(34)**	**2,211**
Balance at 31 March 2021	**2,109**	**4,607**	**(82)**	**6,634**

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

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

Per Amit Chugh
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(Membership No. - 7044)

Place : Gurugram
Date : 28th June, 2021

Statement of cash flows for the year ended 31 March 2021

(₹ in million)

		For the year ended 31 March 2021	For the year ended 31 March 2020
A.	**Cash flow from operating activities**		
	Net profit before tax and exceptional items	3,426	2,760
	Adjustment for :		
	Depreciation, amortization and impairment	635	608
	Interest expense	64	63
	Interest income	(130)	(207)
	Unrealized forex exchange (gain)/loss	7	(23)
	Impairment loss on trade receivable	13	40
	Profit on Sale of property, plant and equipment	(876)	-
	Operating profit before working capital changes	**3,139**	**3,241**
	Movements in working capital :		
	(Decrease) / increase in provisions	21	(306)
	Increase in trade payables	2,532	(2,828)
	Increase in other liabilities	41	(170)
	Increase / (decrease) in other financial liabilities	(104)	(205)
	(Increase)/ decrease in inventories	342	(408)
	(Increase)/ decrease in trade receivables	249	2,072
	(Increase)/ decrease in other financial assets	(21)	(10)
	(Increase)/ decrease in other assets	215	83
	Cash generated from operations	**6,414**	**1,469**
	Less : Income tax paid (net of refunds)	(652)	(1,051)
	Net cash flows from operating activities	**5,762**	**418**
B.	**Cash flow from investment activities**		
	Purchase of property, plant and equipment	(206)	(275)
	Acquisiton of business undertakings	-	(939)
	Proceeds from sale of property, plant and equipment	1,100	-
	Interest income	106	207
	Net cash flow from (used in) investing activities	**1,000**	**(1,007)**
C.	**Cash Flow from Financing Activities**		
	Interest paid (Includes interest on lease payments for ₹ 64 Mn)	(64)	(63)
	Dividends paid to equity shareholders	(431)	(1,726)
	Earmaked Balance for unpaid dividend	7	25
	Payment of Lease Obligations (Principal)	(282)	(274)
	Net cash flow (used in) financing activities	**(770)**	**(2,038)**
	Net increase in Cash and Cash Equivalents	**5,992**	**(2,627)**
	Cash and Cash Equivalents at the beginning of the year	2,712	5,339
	Cash and Cash Equivalents at the end of the year	**8,703**	**2,712**

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
Balance with banks:		
- In current account	107	213
- Cheques in hand	776	269
- Deposits with original maturity of less than three months	7,820	2,230
Cash on hand	-	-
	8,703	**2,712**

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

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

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28th June, 2021

For and on behalf of Signify Innovations India Limited

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

Place : Gurugram
Date : 28th June, 2021

1. Reporting Entity

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

2. Significant Accounting Policies

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

(a) Basis of preparation and measurement

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

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

- Financial assets and liabilities that is measured at fair value (Refer Note 36)
- efined benefit liability/(assets): fair value of plan assets less present value of defined benefit obligation (Refer Note 35)

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

The Ministry of Corporate Affairs (MCA) vide its notification dated March 24, 2021 amended the Schedule III to the Companies Act, 2013. The Company has not considered the impact in the financial statements for the year ended March 31, 2021 as the amendments are effective from April 01, 2021.

These financial statements were authorized for issue by the Board of Directors on 28 June 2021.

(b) Significant accounting judgments estimates and assumptions

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

Judgments

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

Leases

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

Estimates and assumptions

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

Share-based payment payments

The cost of cash-settled transactions is measured initially at fair value at the grant date using a "Black-Scholes" option pricing model, further details of which are given in Note 37. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognized in employee benefits expense.

Taxes

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

Gratuity benefit

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

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

The mortality rate is based on publicly available mortality tables. Future salary increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 35.

Useful life of Property, plant and equipment

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

Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 36.

Impairment of financial assets

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

Impairment of non-Financial assets

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

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

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

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

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

All other assets are classified as non-current.

A liability is treated as current when:

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

All other liabilities are classified as non-current.

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

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

(d) Property, plant and equipment

Recognition and measurement

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

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

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

Subsequent Measurement

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

Depreciation

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

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

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

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

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

(e) Financial instruments

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

Financial Assets

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortized cost

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

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

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

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

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

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

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

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

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

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

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

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

Impairment of financial assets

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

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

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

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

• Trade receivables

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

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

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

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

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

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

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

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

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

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

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

Financial liabilities

Initial recognition and measurement

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

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

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

Subsequent measurement

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

Financial Liabilities measured at amortized cost

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

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

De-recognition

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

Offsetting of financial instruments

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

Reclassification of financial assets

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

(f) Inventories

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

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

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

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

(g) Provisions

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

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

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

(h) Contingent liability:

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

(i) Revenue from contract with customer

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

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

➢ **Sale of goods**

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

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

(i) Variable consideration

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

(ii) Warranty obligations

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

(iii) Significant Financing Components

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

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

(iv) Schemes

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

➢ **Sale of services**

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

➢ **Contract balances**

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

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

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

➢ **Interest income**

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

(j) Government grants and subsidies

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

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

(k) Employee benefits

Gratuity

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

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

Provident fund

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

Compensated Absences

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

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

Long term incentive plan

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

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

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

Employee stock purchase plan (ESPP)

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

(l) Foreign currency transactions

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

Derivative

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

Transactions and balances

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

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

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

(m) Borrowing Cost

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

(n) Income tax

Current income tax

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

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

Deferred tax

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

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

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

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

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

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

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

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

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

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

(o) Impairment of non-financial assets

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

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

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

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

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

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

(p) Segment Reporting

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

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

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

(q) Cash and cash equivalents

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

(r) Leases

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

Where the Company is lessee

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

Right-of-use Assets

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

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

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

Lease Liabilities

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

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

(s) Earnings Per Share

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

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

(t) Non -current assets held for sale

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

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

(u) Business Combination and Goodwill

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

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

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

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

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

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

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

(v) Exceptional item.

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

2.2 Change in accounting Policies and disclosures

New and amended standards

Several other amendments apply for the first time for the year ending 31 March 2021, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

(a) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements, nor is there expected to be any future impact to the Company.

The amendments to the definition of material are not expected to have a significant impact on the financial statements.

(b) Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019. This amendment had no impact on the financial statements of the Company.

(c) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. This amendment had no impact on the financial statements of the Company as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. This amendment had no impact on the financial statements of the Company.

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

Notes to the financial statements for the year ended 31 March 2021

3 Property, plant and equipment

(₹ in million)

Particulars	Gross block					Depreciation						Net block	Net block
	As at 31 March 2020	Additions	Additions through Business Combinations	Deletions	As at 31 March 2021	As at 31 March 2020	Additions	Additions through Business Combinations	Impairment*	Deletions (₹ in million)	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Tangible assets													
Freehold land**	4	-	-	-	4	-	-	-	-	-	-	4	4
Buildings	604	1	-	2	603	341	21	-	-	2	360	243	263
Plant and equipments	4,186	169	-	106	4,249	3,653	161	-	-	106	3,708	541	533
Office equipments	69	-	-	-	69	57	3	-	-	-	60	9	12
Furniture and fixtures	151	4	-	-	155	124	8	-	-	-	132	23	27
Leasehold improvements	164	-	-	-	164	137	18	-	-	-	155	10	27
Computers	159	41	-	-	200	61	52	-	-	-	113	87	98
Total	**5,337**	**215**	**-**	**108**	**5,444**	**4,373**	**263**	**-**	**-**	**108**	**4,528**	**917**	**964**
Other Intangible assets													
Intangible on acquisition***	939	-	-	-	939	-	-	-	-	-	-	939	939
Total	**939**	**-**	**-**	**-**	**939**	**-**	**-**	**-**	**-**	**-**	**-**	**939**	**939**

(₹ in million)

Particulars	Gross block					Depreciation						Net block	Net block
	As at 31 March 2019	Additions	Additions through Business Combinations	Deletions/ adjustment	As at 31 March 2020	As at 31 March 2019	Additions	Additions through Business Combinations	Impairment*	Deletions/ adjustment	As at 31 March 2020	As at 31 March 2020	As at 31 March 2019
Tangible assets													
Freehold land	4	-	-	-	4	-	-	-	-	-	-	4	4
Buildings	595	11	-	2	604	322	21	-	-	2	341	263	273
Plant and equipments	4,329	118	1	262	4,186	3,700	145	-	70	262	3,653	533	629
Office equipments	70	-	-	1	69	55	3	-	-	1	57	12	15
Furniture and fixtures	148	4	-	1	151	117	8	-	-	1	124	27	31
Leasehold improvements	157	7	-	-	164	113	24	-	-	-	137	27	44
Computers	21	116	23	1	159	9	35	17	-	0	61	98	12
Vehicles	138	-	-	138	-	64	-	-	-	64	-	-	74
Total	**5,462**	**256**	**24**	**405**	**5,337**	**4,380**	**236**	**17**	**70**	**330**	**4,373**	**964**	**1,082**
Other Intangible assets													
Intangible on acquisition***	-	-	939	-	939	-	-	-	-	-	-	939	-
Total	**-**	**-**	**939**	**-**	**939**	**-**	**-**	**-**	**-**	**-**	**-**	**939**	**-**

Notes to the financial statements for the year ended 31 March 2021

Notes:

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

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

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

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

*** During the previous year, the Company has acquired business of Cooper India, a division of Eaton on slump sale basis at an aggregate consideration of ₹ 939 million against which net assets acquired was of ₹ Nil and accordingly excess of purchase consideration over net assets acquired on fair value had been recognized as 'Intangibles under acquisition' in the financial statements. The said intangibles under acquisition primarily relates to customer contract and customer relationships and are not separately identifiable in terms of Ind AS 103. The Company has considered the useful life of said intangible under acquisition as infinite and accordingly tested the same for impairment on annual basis considering the future value based on discounted cash flow method and concluded there is no impairment. Further, the Company has obtained advice of tax experts and basis that considered as depreciable intangible assets as per the requirements of Income Tax Act, 1961.

Notes to the financial statements for the year ended 31 March 2021

4 Right of Use Assets

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

Particulars	Office/ Buildings	Vehicles	Total
Gross block as at April 1, 2020	681	71	752
Additions	599	46	645
Disposals and adjustments	-	(10)	(10)
Depreciation for the year	(314)	(34)	(348)
As at 31st March 2021	**966**	**73**	**1,039**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
5. Other non-current financial assets		
(Unsecured considered good unless otherwise stated)		
Security deposits	54	99
	54	**99**

6. Deferred tax assets (net)

A. Amounts recognized in profit or loss

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Current tax expense		
Current year	638	522
	638	**522**
Deferred tax expense		
Origination and reversal of temporary differences	112	421
	112	**421**
Tax expense	**750**	**943**
B. Other comprehensive income (OCI) section		
Deferred tax related to items recognized in OCI during the year		
Remeasurement gain/(loss) of defined benefit plans	(46)	(132)
Income tax relating to remeasurement of defined benefit plans	12	33
Income tax related to items recognized in OCI during the year	12	33
Total tax expense	**738**	**910**

C. Reconciliation of effective tax rate

(₹ in million)

	For the year ended 31 March 2021		For the year ended 31 March 2020	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations		**3,426**		**2,760**
Tax using the Company's domestic tax rate	25.17%	862	25.17%	695
Tax effect of:				
Non-deductible expenses	0.56%	19	0.65%	18
Impact of change in rate	0.00%	-	8.24%	227
Tax on items related to OCI	-0.34%	(12)	-1.19%	(33)
Tax Deducted on account of long term capital gain	-4.85%	(166)	0.00%	-
Others	1.03%	35	0.11%	3
	21.54%	**738**	**32.97%**	**910**

Notes to the financial statements for the year ended 31 March 2021

D. Movement in deferred tax balances

(₹ in million)

	As at 31 March 2021	Recognized in P&L	Recognized in OCI/ Equity
Deferred tax assets			
Right to Use Asset	19	7	-
Property, plant and equipment	47	(28)	-
Employee benefits	84	4	12
Provisions	144	17	-
Other assets	113	(60)	-
Sub- total (a)	**407**	**(60)**	**12**
Deferred tax liabilities			
Intangible on acqusition	81	52	-
Sub- total (b)	**81**	**52**	**-**
Net deferred tax assets (a)-(b)	**326**	**(112)**	**12**

(₹ in million)

	As at 31 March 2020	Recognized in P&L	Recognized in OCI
Deferred tax assets			
Property, plant and equipment	75	(9)	-
Right to Use Asset	14	(8)	13
Employee benefits	224	(275)	33
Financial assets	148	(91)	-
Other assets	5	(9)	-
Sub- Total (a)	**466**	**(392)**	**46**
Deferred tax liabilities			
Intangible on acqusition	29	29	-
Sub- Total (b)	**29**	**29**	**-**
Net deferred tax assets (a)-(b)	**437**	**(421)**	**46**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
7. Other non-current assets		
(Unsecured considered good unless otherwise stated)		
Deposits against legal cases	50	43
Prepaid expenses	-	33
Defined Benefit Assets-Gratuity	6	-
	56	**76**
8. Inventories		
(At lower of cost and net realizable value)		
Raw materials*	399	340
Work-in-progress	34	61
Finished goods	36	31
Stock-in-trade **	2,150	2,533
Stores and spares	18	14
	2,637	**2,979**

* Raw materials includes goods-in-transit - ₹56 million (as at 31 March 2020 - ₹34 million)

**Stock-in-trade includes goods-in-transit - ₹ 366 million (as at 31 March 2020 - ₹ 153 million)

	As at 31 March 2021	As at 31 March 2020
9. Trade receivables		
From customers		
Trade receivables considered good - unsecured	1,880	1,666
Trade receivables credit impaired	234	239
	2,114	**1,905**
Less: Impairment allowance	(234)	(239)
	1,880	**2,066**
From related parties (Refer note 33)		
Considered good	400	836
	2,280	**2,502**

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

Set out below is the movement in the allowance for expected credit losses of trade receivables and contract assets

	As at 31 March 2021	As at 31 March 2020
As at 1 April	239	211
Provision for expected credit losses	13	40
Provision utilized	(18)	(12)
As at 31 March	**234**	**239**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
10. Cash and cash equivalents		
Balance with banks:		
- In current account	107	213
- Deposits with original maturity of less than three months	7,820	2,230
Cheques on hand	776	269
Cash on hand*	-	-
	8,703	**2,712**

* Cash balances as at 31st March 2021 is ₹61,905 (as at 31 March 2020 ₹ 40,713)

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

	As at 31 March 2021	As at 31 March 2020
11. Other bank balances		
Earmarked bank balance#	63	56
	63	**56**

Bank balance is earmarked against the unpaid dividend

	As at 31 March 2021	As at 31 March 2020
12. Other current financial assets		
Security deposits		
Considered Good	149	79
Considered doubtful	34	31
Less: Impairment of doubtful deposits	(34)	(31)
	149	**79**
Interest accrued but not due	19	7
Other Recoverables	5	22
	173	**108**

	As at 31 March 2021	As at 31 March 2020
13. Current tax assets (net)		
Advance income tax (net of provision for tax current year - ₹ 638 million (Previous year ₹ 522 Million)	335	319
	335	**319**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
14. Other current assets		
(Unsecured considered good unless otherwise stated)		
Special additional duty receivables and drawback claims	-	14
Advance to suppliers	119	116
Prepaid expenses	38	4
Advances to employees	1	3
Balances with statutory/government authorities	730	978
Others	43	11
	931	**1,126**

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
15. Share capital		
Authorized:		
58,000,000 (Previous Year 58,000,000) equity shares of ₹10/- each	580	580
Issued, subscribed and fully paid up:		
57,517,242 (Previous Year 57,517,242) equity shares of ₹10/- each	575	575
	575	**575**

a. Terms and rights attached to equity shares

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

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

	Number of Shares	Amount
Outstanding at the 31 March 2019	57,517,242	575
Equity Shares issued during the year in consideration for cash	-	-
Outstanding at the 31 March 2020	**57,517,242**	**575**
Equity Shares issued during the year in consideration for cash	-	-
Outstanding at the 31 March 2021	**57,517,242**	**575**

Notes to the financial statements for the year ended 31 March 2021

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

	As at 31 March 2021		As at 31 March 2020	
	No. of Shares	Percentage	No. of Shares	Percentage
Signify Holding B.V.(formerly Philips Lighting Holding B.V.)	55,290,242	96.13%	55,290,242	96.13%

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

	As at 31 March 2021		As at 31 March 2020	
	No. of Shares	Percentage	No. of Shares	Percentage
Holding Company				
Signify Holding B.V.(formerly Philips Lighting Holding B.V.)	55,290,242	96.13%	55,290,242	96.13%

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

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
16 Other equity		
a. Capital reserve		
Balance at the beginning of the year	2,109	2,109
At the end of the year	**2,109**	**2,109**
b Retained earnings		
Balance at the beginning of the year	2,314	2,716
Less: Transition Impact of Ind AS 116	-	(39)
Adjusted Balance at the beginning of year	**2,314**	**2,677**
Add: Profit for the year after taxation as per statement of profit and loss	2,676	1,817
Less: Dividends paid*	(431)	(1,726)
Less: Dividend distribution tax	-	(355)
Items of other comprehensive income		
Remeasurement loss of Defined benefit plan	(34)	(99)
At the end of the year	**4,525**	**2,314**
	6,634	**4,423**

*The company during the year has paid a dividend @ ₹ 7.5 per share for 57,517,242 shares amounting to ₹ 431 Million.(Previous year @ 30 Per share for 57,517,242 amounting to ₹ 1,726 Million).

Nature and purpose of Reserves/ other equity

i Capital Reserve

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

Notes to the financial statements for the year ended 31 March 2021

ii Items of other comprehensive income

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

(a) actuarial gains and losses

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

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

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
17. Leasehold Obligations				
Leasehold Obligations	814	504	293	297
	814	**504**	**293**	**297**

* The effective rate of interest ranges between 6% to 8% depending on tenure of the leases.

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

(₹ in million)

Particulars	As at 31 March 2021	As at 31 March 2020
Opening liability	801	722
Additions during the year	644	378
Termination/Decapitilization	(57)	(25)
Accretion of interest on lease liability	64	60
Lease Payments	(345)	(334)
Closing liability	**1,107**	**801**
Current lease liability	293	297
Non Current lease liability	814	504

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

(₹ in million)

Particulars	As at 31 March 2021	As at 31 March 2020
Upto 1 year	320	349
more than 1 years to 3 Years	501	300
more than 3 years to 5 years	267	144
more than 5 years	136	164

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

(₹ in million)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation expense of right-of-use assets included in property and equipment and investment properties (Note 3)	348	302
Interest expense on lease liabilities	64	60
Expenses relating to short-term leases and leases of low value items (included in other expenses)	57	60
Total amount recognized in statement of profit & Loss	**469**	**422**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
18. Other non-current financial liabilities		
(Unsecured considered good unless otherwise stated)		
Employee related payables* (Refer Note 37)	3	-
	3	**-**
* Payable to Signify Holding B.V. (Holding company)		
19. Non-current provisions		
Provision for employee benefits		
Gratuity (Refer note 35(ii))	-	16
Compensated absences (Refer note 35(iii))	119	117
Provision for decommissioning liability (Refer note 24.1)	36	36
	155	**169**
20. Other non-current liabilities		
Deferred revenue	305	428
	305	**428**
21. Current financial liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	993	324
Total outstanding dues of other than micro enterprises and small enterprises *	6,441	4,472
	7,434	**4,796**

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

* Trade payables includes payable to director's amounting to ₹0.36 Million (Previous year - ₹ 0.48 Million)

Trade payables includes acceptances due to others amounting to ₹ 3,289 Million (Previous year - ₹ 1,917 Million)

Additional disclosure as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum Number as allocated after filing of the said Memorandum. Accordingly, the disclosures below in respect of the amounts payable to such enterprises as at the reporting date had been made based on information received and available with the Company.

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
- Principal amount due to micro and small enterprises	993	324
- interest due on The above amount	5	1
- The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
- The amount of interest accrued and remaining unpaid at the end of each accounting year	5	1
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-
22. Other current financial liabilities		
Unpaid dividend	63	56
Employee related payables	262	225
	325	**281**
23. Other current liabilities		
Deferred revenue	454	365
Advance received from customers	176	92
Statutory dues	277	285
	907	**742**
24. Current provisions		
Provision for employee benefits (Refer note 35)		
Gratuity	-	2
Compensated absences	21	18
Provident Fund Trust Liability	199	151
Others (Refer note 24.1)		
Provision for environmental liability	54	109
Replacement guarantee	455	491
Legal and regulatory	311	326
Contingencies	-	5
	1,040	**1,102**

Notes to the financial statements for the year ended 31 March 2021

Additional disclosure relating to provisions:

24.1. Movement in provisions:

(₹ in million)

Particulars	Environmental restoration liability	Decommissioning liability	Replacement guarantee	Legal and regulatory	Contingencies
As at 31 March 2019	154	-	424	455	4
Add: Accruals during the year	38	36	525	115	0
Less: Utilization during the year	(83)	-	(458)	(244)	-
As at 31 March 2020	**109**	**36**	**491**	**326**	**5**
Add: Accruals during the year	31	-	246	8	-
Less: Utilization during the year	(86)	-	(282)	(23)	(5)
As at 31 March 2021	**54**	**36**	**455**	**311**	**-**

24.2. Nature of provisions:

(a) Decommissioning liability

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

(b) Replacement guarantee

The Company provides for the estimated liability on guarantees given on sale of its products based on past performance of such products. The provision represents the expected cost of replacement and free of charge services and it is expected that the expenditure will be incurred over the guarantee period which usually ranges from 6 months to 24 months.

(c) Legal and regulatory

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

(d) Employee related

The Company has made provisions in respect of amounts payable to certain employees based on their retention and performance, which are payable over a three year and one year period respectively.

(e) Contingencies

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

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
25. Revenue from operations		
Sale of products	22,759	27,187
Sale of services	2,112	1,670
Other operating revenues		
- Export incentives	26	40
- Scrap sales	111	42
- Miscellaneous income	17	45
	25,025	**28,984**

Disaggregate revenue information

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

Revenue by Market		
Within India	21,662	26,176
Outside India	3,363	2,808
Total	**25,025**	**28,984**
Timing of Revenue recognition		
Goods transferred at a point in time	22,913	27,314
Services transferred over time	2,112	1,670
Total	**25,025**	**28,984**

Contract balances

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

Contract assets		
- Trade receivables	2,280	2,502
Contract liabilities		
Deferred revenue - Current	454	365
Deferred revenue - Non Current	305	428
Advances from customers	176	92

Performance obligations

Sale of products:

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

Notes to the financial statements for the year ended 31 March 2021

Installation service:

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

Warranty obligation:

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

Schemes:

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

Significant financing component:

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

Significant judgments:

Significant judgment in determining the timing of satisfaction of performance obligation

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time.

Critical judgment in determining the transaction price

Judgement is also required to determine the transaction price for the contract. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

For this, Judgment is required in determining the probability and level of discounts that will be granted. The estimate is updated throughout the term of the contract. For products for which a right to return exists during a defined period, revenue is recognized by taking into account the historical pattern of actual returns.

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
26. Other Income		
Net gain on disposal of Property, Plant & Equipment	-	1
Insurance claims	2	3
Interest income		
- Bank and other deposits	109	188
- Income tax Refund	11	-
- Financial assets at amortized cost	10	19
	132	**211**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
27. Cost of materials consumed		
Inventory of raw materials	340	374
Add: Purchases	1,444	1,464
Less: Closing stock	399	340
	1,385	**1,498**
Purchases of stock-in-trade	**12,334**	**16,004**
28. Changes in inventories of finished goods, stock-in-trade and work-in-progress		
Opening inventory		
- Finished goods	31	23
- Work-in-progress	61	53
- Stock-in-trade	2,533	2,105
	2,625	**2,181**
Closing inventory		
- Finished goods	36	31
- Work-in-progress	34	61
- Stock-in-trade	2,150	2,533
	2,220	**2,625**
(Increase)/ decrease in inventory	**405**	**(444)**
29. Employee benefits expense		
Salaries, wages and bonus	3,227	3,060
Contribution to provident and other funds	79	137
Expense on share based incentives	88	94
Staff welfare expenses	158	170
	3,552	**3,461**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued by the Government of India. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

	For the year ended 31 March 2021	For the year ended 31 March 2020
30. Finance cost		
Interest expense	-	3
Interest expense on leasehold obligations	64	60
	64	**63**

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
31. Depreciation, amortization and impairment		
Depreciation/Impairment on property, plant and equipment	287	306
Depreciation on right of use assets	348	302
	635	**608**
32. Other expenses		
Consumption of stores and spares	81	53
Power and fuel	263	345
Packing, freight and transport	394	312
Rent	57	60
Repairs to		
- buildings	30	15
- plant and machinery	34	22
- others	20	6
Insurance	52	45
Rates and taxes	1	1
Travelling and conveyance	90	292
Legal and professional (Refer note "a" below)	128	83
Advertisement and Publicity	176	347
Information technology and communication	779	820
Impairment loss on trade receivables	13	40
Replacement guarantee	246	525
Technical royalty	1,310	1,567
Management support services	122	132
Loss on sale/ discard of property, plant and equipment (net)	39	-
Corporate Social Responsibility (CSR) expense (Refer note "b" below)	76	71
Foreign exchange loss (net)	7	42
Miscellaneous expense	321	461
	4,239	**5,239**

(a) Legal and professional includes payments to auditors as given below:

As auditor - statutory audit fees ₹ 4.80 million (previous year ₹3.80 million), tax audit fees ₹ 1.20 million (previous year ₹ 1.20 million).

(b) Details of CSR expenditure:	**(₹ in million)**	**(₹ in million)**
(I) Gross amount required to be spent by the Company during the year*	76	71
(II) Amount spent during the year on:		
(i) Construction/ Acquisition of any asset	-	-
(ii) On purposes other than (i) above	76	71
Total amount spent	**76**	**71**
Amount yet to be spent	-	-

Notes to the financial statements for the year ended 31 March 2021

33 Related party transactions

(a) Names of companies where control exists:

(i) Ultimate holding company	: Signify N.V.
(ii) Holding Company	: Signify Holding B.V.(eariler known as Philips Lighting Holding B.V.)

(b) Other related parties with whom transactions have taken place during the period:

(i) Fellow Subsidiary Companies

: Signify North America Corporation (eariler known as Philips Lighting North America Corporation)

: Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)

: Signify Luminaires (Chengdu) Co., Ltd.(eariler known as Philips Luminaires (Chengdu) Co., Ltd.)

: Signify Luminaires (Shanghai) Co., Ltd.(eariler known as Philips Lighting Luminaires (Shanghai) Co., Ltd.)

: Signify Hong Kong Limited(eariler known as Philips Lighting Hong Kong Ltd)

: Signify Belgium N.V.(eariler known as Philips Lighitng Belgium NV)

: Signify Poland Sp. z.o.o.(eariler known as Philips Lighting Poland Sp. z o.o.)

: Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte Ltd)

: Signify Poland Bielsko Sp. z.o.o.(eariler known as Philips Lighting Bielsko Sp.z.o.o.)

: Signify Bangladesh Limited(eariler known as Philips Lighting Bangladesh Ltd)

: Signify Lanka (Private) Limited(eariler known as Philips Lighting Lanka P Ltd)

: Signify Malaysia Sdn Bhd(eariler known as Philips Lighting Commercial Malaysia Sdn. Bhd)

: Signify Japan GK(eariler known as Philips Lighting Japan Gk)

: Signify Commercial (Thailand) Ltd.(eariler known as Philips Electronics (Thailand) Ltd)

: Signify Philippines, Inc.(eariler known as Philips Electronics & Lighting, Inc)

: PT. PMA Signify Commercial Indonesia (eariler known as PT. Philips Indonesia)

: Signify New Zealand Limited(eariler known as Philips New Zealand Ltd)

: Signify Industry (China) Co., Ltd.(eariler known as Philips Lighting Industry (China) Co., Ltd.)

: Signify (China) Investment Co., Ltd.(eariler known as Philips Lighting (China) Investment Co., Ltd.)

Notes to the financial statements for the year ended 31 March 2021

: Signify Manufacturing Spain, S.L.(eariler known as Philips Indal S.L.)

: Signify Electronics Technology (Shanghai) Co., Ltd.(eariler known as Philips Electronics Technology (Shanghai) Co Ltd)

: Signify Australia Limited(eariler known as Philips Lighting Australia Limited)

: Signify Taiwan Limited(eariler known as Philips Lighting Taiwan Limited)

: Signify Vietnam Limited(eariler known as Philips Electronics Vietnam Limited)

: Signify Egypt LLC(eariler known as Philips Lighting Egypt Llc)

: Signify Mexico S.A. de C.V.(eariler known as Philips Mexicana SA de CV)

: Signify Colombiana S.A.S.(eariler known as Philips Lighting Colombiana S.A.S.)

: Signify Chilena S.A.(eariler known as Philips Lighting Chilena S.A.)

: Signify Caribbean, Inc.(eariler known as Philips Lighting Caribbean INC)

: Signify Argentina S.A.(eariler known as Philips Lighting Argentina S.A.)

: Signify Eurasia LLC(eariler known as Philips Lighting Eurasia LLC)

: Signify Uruguay S.A.(formally known as Philips Lighting Uruguay S.A.)

: Signify Commercial South Africa (formally known as Philips South Africa (Proprietary) Limited)

: Signify France (formally known as Philips France)

: Dynalite Pty Ltd

: Signify Maroc SARL

: Signify Aydinlatma Ticaret A.S.

: Signify Iluminação Brasil Ltd.

: Signify International B.V.

: Pits N.V.

: Signify Korea Inc

: Cooper Lighting LLC

: Cooper Lighting Canada Limited

: Cooper Lighting Solutions UK Limited

(ii) Key Management Personnel

(i) Mr. Sumit Padmakar Joshi (Managing Director & Vice Chairman)

(ii) Mr. Sukanto Aich (Whole-time Director)

(iii) Mr. Dibyendu Raychoudhury (Chief Financial Officer)

(iv) Mr. Nitin Mittal (Company Secretary)

Notes to the financial statements for the year ended 31 March 2021

(2) Non- executive directors:

(i) Mr. Mahesh Srinivasan Iyer (Chairman and Director from 3rd January 2020)

(ii) Ms. Vibha Paul Rishi (Independent Director till 15th September, 2020)

(iii) Ms. Sangeeta Pendurkar (Independent Director w.e.f 8th December, 2020)

(iv) Mr. Vinayak Kashinath Deshpande (Independent Director w.e.f 27th April 2016)

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: INR Nil).

(d) Nature of transactions happended during the year

(₹ in million)

	Year ended 31 March 2021					Year ended 31 March 2020				
Description	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Purchase of Raw Material and Stock-in -trade	-	1,117	-	-	1,117	-	1,948	-	-	1,948
Technical Royalty paid	-	1,310	-	-	1,310	-	1,567	-	-	1,567
Management support services charge	122	-	-	-	122	132	-	-	-	132
Purchase of IT Services	-	494	-	-	494	-	488	-	-	488
Reimbursements paid	-	-	-	-	-	-	22	-	-	22
Expense on share based incentives	85	-	-	-	85	94	-	-	-	94
Sale of Fixed assets	-	1	-	-	1	-	-	-	-	-
Sale of products	-	1,283	-	-	1,283	-	1,185	-	0.08	1,185
Sale of Services	343	1,737	-	-	2,080	300	1,322	-	-	1,623
Reimbursement received	-	22	-	-	22	-	36	-	-	36
Managerial Remuneration										
Mr. Sumit Padmakar Joshi	-	-	29	-	29	-	-	43	-	43
Mr. Dibyendu Raychaudhury	-	-	11	-	11	-	-	11	-	11
Mr. Nitin Mittal	-	-	7	-	7	-	-	7	-	7
Mr. Sukanto Aich	-	-	16	-	16	-	-	19	-	19
Commission to Non-executive directors	-	-		-						
Mr. Parthasarathi Uma Shankar	-	-	-	-	-	-	-	2	-	2
Ms. Vibha Paul Rishi	-	-	1		1	-	-	2	-	2
Mr. Vinayak Kashinath Deshpande	-	-	1		1	-	-	2	-	2
Ms. Sangeeta Pendurkar	-	-	-	-	-					

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

Description	Year ended 31 March 2021					Year ended 31 March 2020				
	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total	Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
Sitting fees to Non-executive directors										
Ms. Vibha Paul Rishi	-	-	-		-	-	-	1	-	1
Mr. Vinayak Kashinath Deshpande	-	-	-	-	-	-	-	1	-	1
Outstandings										
Payable	50	885	-		935	-	766	-	-	766
Receivable	-	400	-	-	400	39	408	-	-	446
Key managerial personnel compensation										
(a) short-term employee benefits	-	-	63	-	63	-	-	65	-	65
(b post-employment benefits	-	-	-	-	-	-	-	-	-	-
(c) other long-term benefits	-	-	-	-	-	-	-	16	-	16
(d) termination benefits	-	-	-	-	-	-	-	-	-	-
Other short term benefits										
- Commission to Non executive directors	-	-	3		3	-	-	5	-	5
- Sitting fees to Non executive directors	-	-	1	-	1	-	-	1	-	1

The above mentioned transactions were made on normal commercial terms and conditions and at market rates.

(e) Balances at the end of the year

Relationship / Name of the related party	Description of the nature of transaction	Value of the transactions*	
		Year ended 31 March 2021 (₹ in million)	Year ended 31 March 2020 (₹ in million)
(i) Holding Company			
Signify Holding B.V.(eariler known as Philips Lighting Holding B.V.)	Mamagement support services charge	122	132
	Sale of Services	343	300
	Expense on share based incentives	85	94
(ii) Fellow Subsidiary Companies			
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Purchase of Raw Material and Stock-in -trade	584	528
Signify Poland Sp. z.o.o.(eariler known as Philips Lighting Poland Sp. z o.o.)	Purchase of Raw Material and Stock-in -trade	294	266

Notes to the financial statements for the year ended 31 March 2021

Relationship / Name of the related party	Description of the nature of transaction	Value of the transactions*	
		Year ended 31 March 2021 (₹ in million)	Year ended 31 March 2020 (₹ in million)
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Purchase of Raw Material and Stock-in -trade	-	783
Signify Belgium N.V.(eariler known as Philips Lighting Belgium NV)	Purchase of Raw Material and Stock-in -trade	-	205
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Purchase of IT Services	483	488
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Technical Royalty paid	1,309	943
Signify Hong Kong Limited(eariler known as Philips Lighting Hong Kong Ltd)	Technical Royalty paid	-	624
Signify Bangladesh Limited (eariler known as Philips Bangladesh Pte Ltd).	Reimbursements paid	-	3
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Reimbursements paid	-	3
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Reimbursements paid	-	15
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Reimbursement received	12	15
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Reimbursement received	-	14
Signify France (eariler Known as Philips France)	Reimbursement received	-	4
Signify Hong Kong Limited(eariler known as Philips Lighting Hong Kong Ltd)	Reimbursement received	12	-
Signify North America Corporation	Reimbursement received	5	-
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Sale of products	900	786
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Sale of Services	1,286	1,320
Cooper Lighting Solutions UK Limited	Sale of Services	442	-
Signify Poland Sp. z.o.o.(eariler known as Philips Lighting Poland Sp. z o.o.)	Sale of Fixed Assets	1	-
(ii) Parties in which the Key Managerial Personnel of the Company are interested:			
Tata Projects Limited	Sale of products	-	-
Voltas Limited	Sale of products	-	-
Tata Teleservices Limited	Purchase of IT Services	-	-

* Transactions with parties which comprises more than 10% of aggregate value of related party transactions

Notes to the financial statements for the year ended 31 March 2021

Outstanding balances at year/period end**	Payable / Receivable	Year ended 31 March 2021 (₹ in million)	Year ended 31 March 2020 (₹ in million)
(i) Holding Company			
Signify Holding B.V.(eariler known as Philips Lighting Holding B.V.)	Payable	50	-
	Receivable	-	39
(ii) Fellow Subsidiary Companies			
Signify Hong Kong Limited(eariler known as Philips Lighting Hong Kong Ltd)	Payable	-	106
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Payable	735	437
Signify Singapore Pte. Ltd.(eariler known as Philips Lighting Singapore Pte ltd)	Payable	-	96
Signify Netherlands B.V.(eariler known as Philips Lighting B.V.)	Receivable	86	292
Signify Maroc SARL	Receivable	53	-
Cooper Lighting Solutions UK Limited	Receivable	137	-

** Balances with parties which comprises more than 10% of aggregate value of related party balances

34. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108– Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Company's management to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components.

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

The Company is primarily engaged in manufacturing, trading and distribution of all kinds of lighting and allied products and lighting system solution. Given that the economic environment in which the Company operates is significantly similar and not subject to materially different risks and rewards and all of the activities whether on a stand alone basis or in aggregate do not exceed the quantitative threshold mentioned in Ind AS 108 (Operating Segments), the Company has identified and operates as a single reportable operating segment.

Entity wide disclosures

(₹ in million)

Segment Revenue	Year ended 31 March 2021	Period ended 31 March 2020
Within India	21,662	26,176
Outside India	3,363	2,808

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

Segment Assets	Year ended 31 March 2021	Period ended 31 March 2020
Within India	17,150	12,871
Outside India	1,335	446

Information about major customers (from external customers)

During the current year and previous year, no customer constituted more than 10% of the entity's revenue.

35. Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

(₹ in million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Contribution to Statutory Provident Fund	169	115

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The gratuity plan of the company is both funded and non funded. For the funded Gratuity scheme, the Company makes contributions to Group Gratuity cum Life Assurance Schemes administered by the LIC of India.

Location	Funding Status
Mohali Light Factory	Funded
Vadodara Light Factory	Funded
Corporate Employees	Funded
Signify Innovation Campus	Funded
Cooper Lighting Solutions	Funded

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2021. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the Company's financial statements as at balance sheet date:

(₹ in million)

	March 31, 2021	March 31, 2020
Present value of defined benefit obligation	387	345
Fair value of plan assets	393	327
Plan assets / (liability)	**6**	**(18)**

Notes to the financial statements for the year ended 31 March 2021

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

(₹ in million)

Particulars	Gratuity					
	31 March 2021			31 March 2020		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	345	327	18	313	23	290
Acquisition / Divestiture	-	10	(10)	17	-	17
Included in profit or loss						
Current service cost	43	-	43	42	-	42
Past service credit	(3)	-	(3)	-	-	-
Interest cost (income)	22	22	(0)	22	13	9
	62	22	40	64	13	51
Included in OCI						
Remeasurements loss (gain)	-	-	-	-	-	-
- Actuarial loss (gain) arising from:						
- demographic assumptions	-	-	-	(6)	-	(6)
- financial assumptions	(1)	(7)	6	(1)	4	(6)
- experience adjustment	3	-	3	(9)	-	(9)
	2	(7)	9	(17)	4	(21)
Other						
Contributions paid by the employer	(0)	63	(63)	-	288	(288)
Benefits paid	(21)	(21)	-	(32)	(0)	(32)
	(21)	42	(63)	(32)	288	(320)
Balance as at 31 March	**388**	**394**	**(6)**	**345**	**327**	**18**

C. Plan assets

(₹ in million)

	March 31, 2021	March 31, 2020
Funds Managed by Insurer (investment with insurer)	100%	100%

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(₹ in million)

	March 31, 2021	March 31, 2020
Discount rate	6.70%	6.65%
Expected rate of future salary increase	8.00%	8.00%
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Withdrawal rate	Mgmt,PIC,VLF: CG,Cooper-15%, VLF : Non- CG-2%	EATON (Cooper Business) Mgmt,PIC,VLF: CG-15%, VLF : Non- CG-2%

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	March 31, 2021	March 31, 2020
Retirement age	EATON (Cooper business), Mgmt, PIC, VLF: CG - 60 years, VLF: Non-CG - 58 years	EATON (Cooper business), Mgmt, PIC, VLF: CG - 60 years, VLF: Non-CG - 58 years

Assumptions regarding future mortality have been based on published statistics and mortality tables.

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

	31 March 2021		31 March 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	361	417	322	371
Expected rate of future salary increase (1% movement)	417	361	371	322

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. The following payments are expected contributions to the defined benefit plan in future years:

(₹ in million)

	March 31, 2021	March 31, 2020
Within the next 12 months (next annual reporting period)	51	43
Between 2 and 5 years	161	157
Beyond 5 years	148	141
	360	**342**

(iii) Other long-term employee benefits:

During the year ended 31 March 2021, the Company has incurred an expense on compensated absences amounting to ₹ 43 million (previous year ₹ 52 million). The Company determines the expense for compensated absences basis the actuarial valuation of plan assets and the present value of the obligation, using the Projected Unit Credit Method.

(iv) Provident Fund

In accordance with Indian law, eligible employees of Signify Innovations India Limited are entitled to receive benefits in respect of provident fund, a defined benefit plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees salary (currently 12% of employees' salary). Employees who have joined on or after 1 April 2016 are part of EPFO set up and old employees who are on rolls on or before 31 March 2016 are part of Philips India PF Trust (erstwhile demerged company's PF trust). The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of interest earnings of the Fund is determined on the basis of an actuarial valuation.

Notes to the financial statements for the year ended 31 March 2021

The Company makes contributions in the Provident fund trust set up by Philips India Limited which is treated as a defined benefit plan. Share of Signify Innovations India Limited as on 31st March 2021 based on the total fund value of the Philips India PF Trust is 18%.

Actuarial valuation as on 31st March 2021 was carried out by Philips India Limited to measure the obligation using projected unit credit method arising due to interest rate guarantee by the Company towards Provident fund.

Contributions made by the Company to the EPFO and PF trust during the year is ₹131 million and ₹ 38 million respectively (Previous year ₹ 66 million and ₹ 49 million).

Change in the present value of the defined benefit obligation are as follows:

(₹ in million)

Particulars	Provident Fund	
	March 31, 2021	March 31, 2020
Balance as at 1 April	**1,412**	**1,430**
(1) Current service cost	40	49
(2) Interest cost	89	99
(3) Benefits settled	(141)	(292)
(4) Settlements		-
(5) Actuarial (gain) / loss		-
(6) Actuarial (gain) / loss due to Interest rate guarantee	21	36
(7) Employees' contribution	66	87
(8) Acquisition/Business Combination/Divestiture		-
(9) Change in reserves		-
(10) Transfer in	3	4
(11) Past service cost	-	-
Balance as at 31 March	**1,490**	**1,412**

Change in the fair value of plan assets are as follows:

(₹ in million)

Particulars	Provident Fund	
	March 31, 2021	March 31, 2020
Balance as at 1 April	**1,261**	**1,474**
(1) Expected return on plan assets	79	102
(2) Employer and Employee contribution	105	136
(3) Transfer in	3	4
(4) Benefit payments	(141)	(292)
(5) Asset gain / (loss)	(15)	(163)
Plan assets as at end of the year	1,292	1,261
Surplus	**(198)**	**(151)**

Notes to the financial statements for the year ended 31 March 2021

Principal actuarial assumptions used

(₹ in million)

Particulars	Provident Fund	
	March 31, 2021	March 31, 2020
Economic assumptions		
Discount rate	6.5%	6.4%
Yield on Assets based on the Market Value	8.0%	7.7%
Outstanding term of the liabilities	8.11 years	7.17 years
Interest Rate Guarantee	8.5%	8.5%
Demographic assumptions		
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Normal Retirement Age	Factory - 58 years, Others - 60 years	Factory - 58 years, Others - 60 years

36. Financial instruments – Fair values and risk management

I. Fair value measurements

A. See out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(₹ in million)

	As at 31 March 2021		As at 31 March 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Other non-current financial assets	54	54	99	99
Current Trade Receivables	2,280	2,280	2,502	2,502
Cash and Cash equivalants	8,703	8,703	2,712	2,712
Other bank balance	63	63	56	56
Other current financial assets	173	173	108	108
	11,273	**11,273**	**5,478**	**5,478**
Financial liabilities				
Leasehold Obligations (current and non-current)	1,107	1,107	801	801
Other non current financial liabilities	3	3	-	-
Current Trade Payables (including derivatives)	7,434	7,434	4,796	4,796
Other current financial liabilities	325	325	281	281
	8,869	**8,869**	**5,877**	**5,877**

Notes to the financial statements for the year ended 31 March 2021

The carrying amounts of current trade receivables,cash and cash equivalents, other current financial assets, trade payables, other current financial liabilities and other non-current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For all other financial assets and liabilities the carrying amounts are equal to the fair values, due to their short-term nature.

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Assets and liabilities which are measured at amortized cost for which fair values are disclosed

(₹ in million)

	As at 31 March 2021			
	Level 1	Level 2	Level 3	Total
Financial assets				
Other non-current financial assets	-	-	54	54
Current Trade Receivables	-	-	2,280	2,280
Cash and Cash equivalants	8,703	-	-	8,703
Other current financial assets	-	-	236	236
Total financial assets	**8,703**	**-**	**2,570**	**11,273**
Financial liabilities				
Leasehold Obligations	-	-	1,107	1,107
Other non current financial liabilities	-	-	3	3
Current Trade Payables (including derivatives)	-	-	7,434	7,434
Other current financial liabilities	-	-	325	325
Total financial liabilities	**-**	**-**	**8,869**	**8,869**

Notes to the financial statements for the year ended 31 March 2021

	As at 31 March 2020			
	Level 1	Level 2	Level 3	Total
Financial assets				
Other non-current financial assets	-	-	99	99
Current Trade Receivables	-	-	2,502	2,502
Cash and Cash equivalants	2,712	-	-	2,712
Other current financial assets	-	-	108	108
Total financial assets	**2,712**	**-**	**2,710**	**5,422**
Financial liabilities				
Leasehold Obligations	-	-	801	801
Other non current financial liabilities	-	-	-	-
Current Trade Payables (including derivatives)	-	-	4,796	4,796
Other current financial liabilities	-	-	281	281
Total financial liabilities	**-**	**-**	**5,877**	**5,877**

There are no transfers between level 1 and level 2 during the year.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk framework for developing and monitoring the Company's risk management policies.

The Company's risk management framework is established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management framework is reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes periodic reviews of company processes and risks, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure.

Notes to the financial statements for the year ended 31 March 2021

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

An impairment analysis is performed on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low, the trade receivables are located in several jurisdictions and operate in largely independent markets.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Basis the evaluation, the management has determined that there are credit impairment loss on the trade and other receivables.

(₹ in million)

Ageing	Not due	0-30 days	30-60 days	60-90 days	90-120 days	120-180 days	More than 180 days	Total
As at March 31, 2021								
Gross carrying amount (A)	2,111	45	33	27	4	3	291	2,514
Expected credit losses (B)	15	18	5	6	1	1	188	234
Net Carrying amount (A-B)	**2,096**	**27**	**28**	**21**	**3**	**2**	**103**	**2,280**
As at March 31, 2020								
Gross carrying amount (A)	2,291	63	20	44	21	17	283	2,741
Expected credit losses (B)	22	3	2	8	6	5	192	239
Net Carrying amount (A-B)	**2,270**	**60**	**18**	**36**	**15**	**12**	**91**	**2,502**

Movement in expected credit loss allowance of financial assets:

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
Balance at the beginning of the year	239	211
Add: Provided during the year (net)	13	38
Less: Reversal/(write off) of provision	(18)	(10)
Balance at the end of the year	**234**	**239**

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Notes to the financial statements for the year ended 31 March 2021

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Company in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
Floating rate		
Expiring within one year (bank overdraft and other facilities)	9,551	9,850
	9,551	**9,850**

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and exclude the impact of netting agreements.

(₹ in million)

	Carrying Amounts 31 March 2021	Contractual cash flows			
		0–6 months	6–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities					
Leasehold Obligations	1,107	167	152	768	136
Other non current financial liabilities	3	-		3	-
Trade payables	7,434	7,434	-	-	-
Other current financial liabilities	325	325	-	-	-
Total non-derivative liabilities	**8,869**	**7,926**	**152**	**771**	**136**

(₹ in million)

	Carrying Amounts 31 March 2020	Contractual cash flows			
		0–6 months	6–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities					
Leasehold Obligations	801	192	156	444	164
Trade payables	4,796	4,796	-	-	-
Other current financial liabilities	281	281	-	-	-
Total non-derivative liabilities	**5,878**	**5,269**	**156**	**444**	**164**

Notes to the financial statements for the year ended 31 March 2021

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives (forward contracts) to manage market risks. All such transactions are carried out within the guidelines set by the Risk Management Committee.

Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, and EUR. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

(₹ in million)

	As at 31 March 2021			As at 31 March 2020		
	USD	EUR	Others	USD	EUR	Others
Non derivative						
Trade receivables	280	117	-	116	118	212
Trade payables	670	50	1	476	290	-
Derivative						
Derivative forward contract	297	-	-	283	-	-
Net statement of financial position exposure	**654**	**166**	**1**	**309**	**408**	**212**

The following significant exchange rates have been applied

(₹ in million)

	Year end spot rates	
	31 March 2021	31 March 2020
USD 1	73.07	75.67
EUR 1	85.88	82.77

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Notes to the financial statements for the year ended 31 March 2021

(₹ in million)

	Profit or loss	
	Strengthening	Weakening
31 March 2021		
USD (10% movement)	65	(65)
EUR (10% movement)	16	(16)
Others	-	-
31 March 2020		
USD (10% movement)	31	(31)
EUR (10% movement)	41	(41)
Others	-	-

Sensitivity analysis for fair value risk of forward contracts

(₹ in million)

	Profit or loss	
	Strengthening	Weakening
31 March 2021		
Derivative forward contract (10% movement in USD)	30	(30)
31 March 2020		
Derivative forward contract (10% movement in USD)	28	(28)

Capital management

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

(₹ in million)

	31 March 2021	31 March 2020
Borrowings	-	-
Net debt	-	-
Equity	7,209	4,998
Total capital	7,209	4,998
Gearing ratio	**0%**	**0%**

37. Employees' Share-based Payments:

Signify Long-term Incentive Plan

During the year 2017-18 Signify introduced the Long-term Incentive Plan (LTI Plan). Under the Signify LTI Plan, which is equity settled, eligible employees are granted both conditional shares and performance shares of the Group company (Signify N.V.). Conditional shares have a three-year cliff vesting period and will vest if a grantee is still employed with Signify at the vesting date.

Vesting of performance shares is conditional on the achievement of performance conditions measured over a period of three years. The performance condition measurement is based on three measures, Relative Total Shareholder

Notes to the financial statements for the year ended 31 March 2021

Return (TSR) (25% of the shares), Free Cash Flow (FCF) (25% of the shares) , return on capital employed (25% of the shares) Sustainability (25% of the shares). In addition, vesting is conditional to the grantee still being employed with Signify at the vesting date.

For the Board of Management and certain members of senior management, the LTI Plan consists of performance shares only. Shares are conditionally granted annually.

In addition to shares awarded under the Signify LTI Plan, Signify may in individual cases, such as in the hiring process of members of (senior-) management, also grant restricted shares. Restricted shares have either three-year cliff vesting period or vest gradually over the vesting period of one, two or three years.

Under the terms of the employee stock purchase plan (ESPP) established by Signify in the FY 2017-18 , employees are eligible to purchase a limited number of Signify shares at discounted prices through payroll withholdings.

Signify performance shares

TSR performance measurement is a market performance condition.

The fair value of shares granted under TSR is measured based on Monte Carlo simulation. The closing share price at grant date is adjusted for the present value of expected dividends during the vesting period, as participants are not compensated for Signify dividend payouts. Monte Carlo simulation takes into account market conditions expected to impact relative Total Shareholders' Return performance in relation to selected peers.

Assumptions used in Monte Carlo Simulation

for valuation in %

	FY 2020-21
Risk-free interest rate	(0.7%)
Expected share price volatility	38%

The assumptions were used for these calculations only and do not necessarily represent an indication of Signify management's expectation of future developments for other purposes. Historic volatility was measured over the same timeframe as the simulation period (weighted average 2.6 years).

The amount calculated as an expense for TSR shares is not adjusted for actual performance.

FCF and Sustainability measurements are non-market performance conditions. Fair value of shares granted under FCF and Sustainability conditions equals the closing share price on the grant date, again adjusted for the present value of expected dividends during the vesting period.

The amount calculated as an expense for FCF and Sustainability shares is adjusted for actual performance.

A summary of Signify performance shares movements as of 31 March, 2021, is presented below:

Particulars	Performance Shares	Weighted average grant-date fair value
Balance as of 1 April 2020	**32,276**	**23.05**
Granted	26,428	15.38
Vested	(681)	21.68
Forfeited	(314)	23.65
Transfer in / (out)	1,391	23.27
Vested	30,261	17.41
Balance as of 31 March 2021	**89,360**	**18.88**

Notes to the financial statements for the year ended 31 March 2021

Signify conditional shares

Fair value of conditional shares is determined by subtracting the present value of expected dividends from the closing share price on the grant date as participants are not compensated for Signify dividend payouts.

A summary of Philips Lighting conditional shares movements as of 31 March, 2021, is presented below:

Particulars	Conditional Shares	Weighted average grant-date fair value
Balance as of 1 April 2020	**17,062**	**21.74**
Granted	13,158	15.37
Vested	(368)	21.92
Forfeited	(111)	21.79
Transfer in / (out)	735	21.84
Balance as of 31 March 2021	**30,476**	**17.53**

Signify restricted shares

The fair value of restricted shares is equal to the share price on the grant date, as participants are compensated for Signify dividend payouts during the vesting period.

A summary of Signify Restricted shares movements as of 31 March, 2021, is presented below:

Particulars	Restricted shares	Weighted average grant-date fair value
Balance as of 1 April 2020	-	-
Granted	-	-
Vested	-	-
Forfeited	-	-
Transfer in / (out)	-	-
Balance as of 31 March 2021	-	-

Expense recognized on account of "Employee Share-Based Payment" for the period ended 31 March'2021 is ₹ 85 million (Previous year 2020 ₹ 94 million) and corresponding liability is ₹ 3 Mn (Previous year Nil)

38. Contingent liabilities, claims, guarantees and commitments (to the extent not provided for)

(a) Contingent liabilities

(₹ in million)

	Particulars	As at 31 March 2021	As at 31 March 2020
(i)	**Income Tax Act 1961**		
	- Income Tax cases contested by Philips India Limited (refer note (a)	252	754
(ii)	Indirect Taxes		
	- Excise related matters contested by Signify Innovations India Limited (refer note c)	353	361
	- Excise and sales tax related matters contested by Philips India Limited (refer note b)	1,330	1,480

Notes to the financial statements for the year ended 31 March 2021

(iii) Other cases

The MGVCL electricity invoice (Vadodara) for March'21 has ₹ 37.81 million as outstanding arrears pertaining to the previous years. The company is contesting this charge and management is confident of winning the case.

Note (a) The Contingent Liability on account of Income Tax cases relating to erstwhile Lighting Business of Philips India Limited (PIL) is estimated at ₹ 252 million (Previous year – ₹ 754 million) out of Common estimated Income Tax Liability of lighting business and other businesses of Philips India Limited in various years. As per the MOU (Memorandum of Understanding) dated 31 March 2016 signed between Philips India Limited and Signify Innovations India Limited (formally known as Philips Lighting India Limited) at the time of demerger of lighting business, the Income Tax cases upto the effective date of demerger shall be contested by Philips India Limited and the amount of liability, if any, upon conclusion of case relating to lighting business shall be payable by Signify Innovations India Limited (formally known as Philips Lighting India Limited) to Philips India Limited on the basis of respective segment turnover (agreed as part of MOU) of relevant years.

Based on the advise of tax experts, the Company is confident that the economic outflow of resources on account of outcome of these cases is 'possible' only and accordindly, no provision is considered in the financial statements.

Note (b) As per Memorandum of Understanding (MOU) signed at the time of Demerger under Sections 391 to 394 of the Companies Act, 1956 and 2013 amongst Philips India Limited ("Demerged Company" or "Philips India") and the Company wherein it was agreed that all current or potential litigations in relation to Sales Tax/VAT and Service Tax matters pertaining to earlier years shall be contested by Philips India and based upon the outcome of such matters, the Company will be liable to pay Philips India all such liabilities once decided against the Company post conclusion of appellate proceedings, if any. At the year end, Philips India Limited has intimated the Company about potential liabilities amounting to ₹ 1,330 million (previous year ₹ xxxx million) in respect of such litigations pertaining to Sales Tax/VAT, service tax and other matters which has been allocated to the Company upto the effective date of de-merger. Based on the confirmation of Philips India Limited and advise of indirect tax experts, the Company is confident that the economic outflow of resources on account of outcome of these cases is 'possible' only and accordindly, no provision is considered in the financial statements.

Note (c) Sales Tax / VAT / Excise Duty and Goods and Service tax related matters comprises demand from the Indian tax authorities for payment of additional tax in relation to various tax matters. The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the Ind AS financial statements for the tax demand raised (except for provisioning of liability on account of demand relating to pending C &F Forms to be submitted where the Company believes liability could arise in the near future). The management believes that ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations. Further, the Company does not foresee any liability to be paid in the near future.

(b) Contract Performance bank guarantees

The Company has given contract performance bank guarantees amounting to ₹ 3,087 million (Previous year - ₹ 3,413 million). No contract performance bank guarantees has been invoked in the past three years.

(c) Commitments

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for - ₹ 51 million (As at 31 March 2020 - ₹ 39 million).

Notes to the financial statements for the year ended 31 March 2021

(d) Contingent assets

There are no contingent assets of the Company as at the year ended 31 March 2021 (As at 31 March 2020 - Nil).

39. Earnings per share

Calculation of earnings per share	For the year ended 31 March 2021	For the year ended 31 March 2020
Number of shares at the beginning of the year	57,517,242	57,517,242
Total number of equity shares outstanding at the end of the year	57,517,242	57,517,242
Weighted average number of equity shares outstanding during the year	57,517,242	57,517,242
Profit after tax attributable to equity share holders (₹ in million)	2,676	1,817
Basic and diluted earnings per share (in ₹)	**46.52**	**31.58**

40. Dividend proposed

After the reporting date i.e. on 28th June 2021 (previous year 28th July 2020), the following dividends were proposed by directors at the board meeting

(₹ in million)

	As at 31 March 2021	As at 31 March 2020
₹ 62.5 per share (previous year ₹ 7.5 per share on 57,517,242 equity shares of face value ₹ 10 each)	3,594,827,625	431,379,315

41. Exceptional Items:

Assets classified as held for sale

(a) In earlier years, the management of the Company resolved to shut down it's Mohali CFL plant and classified the assets pertaining to Mohali plant as asset held for sale which comprises Land & Building of ₹ 208 million. In the current year, the company was able to identify the buyer and entered into the agreement to sell the Land & Building for a sale consideration of ₹ 1,100 million. The overall sale transaction resulted into net gain of ₹ 916 million and it has been presented under exceptional items in statement of profit and loss.

Voluntary retirement scheme settlement

(b) In the current year, the company has made payment of ₹ 33 million (previous year ₹ 6 million) towards voluntary retirement scheme which has been presented as exceptional item in the statement of profit and loss.

42. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the liquidity position to continue operations for the next year and carrying amounts of property, plant and equipment, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company. Based on current estimates the Company expects the carrying amount of these assets will get recovered. The impact of COVID-19 on the Company's financial results may differ from that estimated as at the date of approval of these financial results.

Notes to the financial statements for the year ended 31 March 2021

Further, At the time of finalization of these financial statements the severity of the pandemic in the form of Wave 2 is there and there is a threat of wave 3 also which raises uncertainties around the extent and timing of the potential future spread of COVID-19 and due to which the Company will continue to closely monitor any material changes to future economic conditions, if any.

As per our report of even date attached

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

Per Amit Chugh
Partner
Membership No. 505224

Place : Gurugram
Date : 28th June, 2021

For and on behalf of Signify Innovations India Limited

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

Sukanto Aich
Whole Time Director
(DIN: 02175058)

Dibyendu Raychaudhury
Chief Financial Officer
(PAN - AEFPR7095P)

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

Place : Gurugram
Date : 28th June, 2021

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Tel: +91 44 6607 4000

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Kural Village, Padra-Jambusar Road
Taluka Padra, Vadodara - 391403
Gujarat

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Nagavara, Bangalore – 560045

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Pune:
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Division - “Cooper Lighting Solution”
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Pune – 411028

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UV-C Disinfection
Ensure safety in your office
with Philips UV-C disinfection upper air luminaires
Philips UV-C products are proven to inactivate 99.99% COVID-19 virus*
Philips UV-C disinfection upper air ceiling mounted
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Trusted
35 years of experience in UV-C lighting and strong application expertise
Effective
No known pathogen is resistant to UV-C radiation
Fast
Can inactivate harmful pathogens within 10 minutes
Versatile
Can be used in numerous applications
Effective against COVID-19 virus
Research by Innovative Bioanalysis validates Philips UV-C disinfection upper air wall mounted luminaires inactivated 99.99% of SARS-COV-2 virus, in the air of a room within 10 minutes.
*Disclaimer: A dose of 22ml/cm2 will result in reduction of 99.9999% in 25 seconds. For more details, visit our website.
Research conducted by National Emerging Infectious Disease Laboratories (NEIDL) at Boston University in June '20.


PHILIPS
hue personal wireless lighting
Smart lighting for your smart home
innovation + you
*Terms and Conditions apply
Smart control
Away-from home control
25
Light Schedules
Comfort Dimming
Create your Ambience
Wake-up
Wellbeing
Paint with Light
Sync with Music & Movies