

**LETTER OF OFFER TO RE-ACQUIRE SHARES
TO THE EXIT SHAREHOLDERS OF
SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED (THE “COMPANY”)
CIN:U32109KA1984PLC079103**

Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bengaluru - 562107, Karnataka

Phone: +91 80 67888300; +91 80 4554 0000;

Website: www.schneiderelectricpresident.com; **E-mail:** companysecretary@se.com

Name	
Address	
DP ID /Client ID /Folio Number	
Equity Shares tendered during Exit Offer	

Re:

- (i) **Securities And Exchange Board Of India (“SEBI”) Order bearing reference no WTM/GM/MIRSD/62/2020-21 dated January 19, 2021 in the matter of Schneider Electric President Systems Limited;**
- (ii) **Securities Appellant Tribunal (“SAT”) Order dated July 26, 2023, passed in Appeal No. 144 of 2021; and**
- (iii) **Intimations dated August 21, 2023 made by the Company to the National Stock Exchange of India Limited (“NSE”), and letters dated August 21, 2023 (Electronic) and August 22, 2023 (Physical) sent by the Company to the shareholders of the Company.**

This letter of offer to re-acquire equity shares (“**Offer To Re-Acquire Shares**”/ “**Offer**”) is being sent to the shareholders of the Company who tendered their equity shares during the exit offer issued by Schneider Electric South East Asia (HQ) Pte Ltd. (“**Promoter**” or “**Acquirer**”) pursuant to its letter of offer dated February 14, 2017, at an offer price of INR 200.40 per equity share (“**Exit Offer**”) in terms of the SEBI circular dated October 10, 2016 (SEBI/HO/MRD/DSA/CIR/P/2016/110) on ‘Exclusively listed Companies of De-recognized stock exchanges placed on the Dissemination Board’ (“**DB**”).

(Each such shareholder who had tendered its equity shares to the Promoter under the Exit Offer are hereinafter referred to as an “**Exit Shareholder**” and collectively as the “**Exit Shareholders**”, and in relation to each Exit Shareholder, the number of equity shares tendered by such Exit Shareholder to the Promoter under the Exit Offer are hereinafter referred to as the “**Exit Shares**”).

Background:

A. Pursuant to a complaint made by certain public shareholders of the Company before SEBI in relation to the Exit Offer, SEBI passed an order dated January 19, 2021 (“**SEBI Order**”) disposing off the said complaint, *inter alia*, with the following directions:

- (i) the Company shall, within a period of six (6) months from the date of the SEBI Order, either:
 - (a) list the equity shares of the Company on a stock exchange having nationwide terminals. In case the Company desires to get listed on a nationwide stock exchange other than the one it is presently eligible to get listed, then it shall be eligible to the relaxations granted by SEBI to companies on DB for enabling listing on such exchanges; or
 - (b) delist the Company following the procedure prescribed under the SEBI (Delisting of Equity Shares) Regulations, 2009. In case the Company opts for delisting, the

reference date for computing the floor price would be the date on which the Company made the public announcement for the exit offer under the 2016 circular; and

- (ii) The shareholders who had tendered their equity shares in the Exit Offer shall be given an opportunity by the Company for buying back the Exit Shares at the exit price, i.e., INR 200.40 ("**Exit Price**"), if they choose to.
- B. The Company preferred an appeal before SAT being Appeal No. 144 of 2021 along with Misc. Application Nos. 193 and 194 of 2021 ("**Appeal**") against the SEBI Order. On July 26, 2023, the Appeal was dismissed by SAT as withdrawn, with directions to comply with the SEBI Order within a period of six (6) months from the date of SAT's order i.e., July 26, 2023 ("**SAT Order**").
- C. Accordingly, by its electronic communication dated August 21, 2023, the Company informed the NSE and its shareholders who have their email ids registered with the Company's depository participant ("**DP**") and vide physical letter dated August 22, 2023, about its decision to list its equity shares on at least one of the stock exchanges having nationwide terminals.
- D. The Company also intimated its decision of listing its equity shares in the announcements made by the Company as Notice to Members - 39th Annual General Meeting dated August 25, 2023, in the newspapers as per below:

Newspaper	Language	Editions
Business Standard	English	All
Kannada Prabha	Kannada	All

- E. To comply with the SEBI Order and the SAT Order, the Company has requested the Promoter to give an opportunity to each Exit Shareholder to re-acquire its respective Exit Shares at the Exit Price (per Exit Share), by way of the Offer. The board of directors of the Promoter has agreed to make the Offer and intimated the same to the Company.
- F. The board of directors of the Company pursuant to its resolution dated Monday, November 06, 2023, and November 11, 2023, passed by way of circulation *inter alia*, (i) took note of the proposed Offer to be provided by the Promoter to the Exit Shareholders; and (ii) approved the draft of this Letter of Offer to re-acquire shares to be sent on behalf of Schneider Electric South East Asia (HQ) Pte. Ltd (Promoter) to 344 shareholders pursuant to SEBI/SAT order and execution of related documents.
- G. Accordingly, this Offer is being made by the Promoter to each Exit Shareholder to re-acquire its respective Exit Shares on the terms and conditions as set out hereinafter:

1. Terms of the Offer:

- (i) **Consideration:** Pursuant to the SEBI Order, the consideration per Exit Share payable by the Exit Shareholders for re-acquiring the Exit Shares under this Offer, is the Exit Price i.e. INR 200.40/- (being the price per Exit Share at which the Promoter had purchased the Exit Shares from the Exit Shareholders as part of the Exit Offer), in the manner set out in para 3(i) below. The Exit Price has been confirmed by the RBI pursuant to its email dated October 27, 2023 as being the relevant price under the Foreign Exchange Management Act, 1999 (as amended from time to time) for re-acquisition of the Exit Shares and a separate valuation is not required to be undertaken, as prescribed under the pricing guidelines under the Foreign Exchange Management Act, 1999 (as amended from time to time). Aforesaid email clarification received from RBI is available for inspection by the Exit Shareholders during offer period (except Saturdays, Sundays) during business hours between 9.00 a.m. and 5:30 p.m.(IST).
- (ii) **Off-Market Transaction:** All Exit Shares will be transferred to the respective Exit Shareholders as part of the Offer, in off market mode.

- (iii) **Maximum Entitlement:** Each Exit Shareholder's maximum entitlement under the Offer is limited to the number of Exit Shares which were tendered by such Exit Shareholder in the Exit Offer. Accordingly, each Exit Shareholder may only convey its acceptance of the Offer for up to its respective Exit Shares.
- (iv) **No Renunciation:** The Offer is only being made to each Exit Shareholder in relation to its respective Exit Shares and no Exit Shareholder can renounce, assign, or transfer its rights under this Letter of Offer to any other person.
- (v) **Demat Account:** Pursuant to MCA notification dated September 10, 2018, effective from October 02, 2018, the transfer of shares of an unlisted public company in physical form is prohibited and the holding of shares of an unlisted public company in dematerialised form is mandated. Accordingly, the Exit Shareholders must have a valid and active demat account for re-acquiring the Exit Shares. No transfer will be executed in physical mode. Additionally, the demat accounts of each Exit Shareholder must have the auto credit or similar option activated prior to the expiry of the Offer Period to receive the credit of the Exit Shares on the settlement date.
- (vi) **Statutory & Regulatory Approvals:** If any Exit Shareholder (including a Non-Resident Indian, Overseas Citizen of India, Overseas Corporate Body or Foreign Institutional Investor), requires any statutory or regulatory approvals (including from the Reserve Bank of India or any other regulatory body) in respect of the re-acquiring Exit Shares, then such Exit Shareholder shall be required to obtain such approval prior to conveying its acceptance of this Offer.
- (vii) **Payment of Consideration and submission of Additional Documents:** In case any Exit Shareholder conveys its acceptance of the Offer by submission of the Form of Acceptance within the Offer Period but does not remit its entire respective Consideration or does not submit all Additional Documents (to the satisfaction of the Company) within the Offer Period, in the manner set out in para 3 below, such Exit Shareholder's acceptance of the Offer shall be rejected by the Company and any Consideration paid by such Exit Shareholder to the Company shall be refunded in the manner set out in para 4(iii) below.

2. Proposed Activity Timelines for the Offer:

Activity	Timelines
Dispatch of Letter of Offer (Electronic and/or Physical Letters)	Monday, November 16, 2023
Commencement of Offer Period	Tuesday, November 21, 2023
Closing of Offer Period	Wednesday, November 29, 2023
Reconciliation of Consideration received	Thursday, December 07, 2023
Settlement and transfer of the relevant Exit Shares to the respective Exit Shareholders who's acceptance of the Offer is not rejected	By Monday, December 18, 2023
Refund of excess amount, if any	By Monday, December 18, 2023

3. Acceptance of Offer:

Any Exit Shareholder wishing to accept the Offer in relation to its respective Exit Shares, either in full or part, may convey its acceptance of the Offer by:

- (i) Depositing the consideration for its respective Exit Shares in relation to which it is accepting the Offer, within the Offer Period, which shall be calculated as: [Number of Exit Shares in relation to which it is accepting the Offer x Exit Price (INR 200.40)] ("**Consideration**") in the Promoter's bank A/C, details of which are set out below:

Name of the Promoter	SCHNEIDER ELECTRIC SOUTH EAST ASIA (HQ) PTE LTD
Address	SCHNEIDER ELECTRIC BUILDING, 50 KALLANG AVENUE SINGAPORE 339505 SG
Account Number	0811053023
Account Type	Current Account
Citibank Branch	Citibank N.A., Singapore Branch
Swift Code	CITISGSG
Bank / Branch code	7214/001 (If required, for Singapore GIRO Payments)
Currency	USD

- (ii) Submitting the filled Form of Acceptance (in the format enclosed along with this Letter of Offer) along with the documents/details set out hereinafter ("**Additional Documents**"), either through email or by post, registered or speed (at its own cost), clearly marking the envelope "Schneider Electric South East Asia (HQ) Pte Ltd - Offer to Re-Acquire" to Universal Capital Securities Pvt Ltd (at the address provided below), the Registrar and Share Transfer Agent ("**RTA**") of the Company, within the Offer Period:

Mr. Santosh Gamare
UNIVERSAL CAPITAL SECURITIES PVT LTD.
Add: C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar,
Vikhroli (West), Mumbai - 400 083, India
Phone +91- 022- 49186178 /49186179;
E-mail: gamare@unisec.in

You are also requested to mark email copy to Company Secretary at companysecretary@se.com.

List of Documents/ Details:

- (a) Form of Acceptance;
- (b) Bank Statement /Proof of transfer of funds towards Consideration for the Exit Shares, to be accepted by RBI;
- (c) Self-attested KYC of Remitter - PAN and Aadhaar of Exit Shareholder;
- (d) Duly attested death certificate and succession certificate (in case of single shareholder), in case the original shareholder has expired;
- (e) Duly attested power of attorney if any person apart from the shareholder has signed Form of Acceptance or transfer deed(s);
- (f) Duly executed purchaser consent letter in the format prescribed by the RBI for the re-acquisition of the respective Exit Shares from the Promoter by the Exit Shareholder;
- (g) Duly attested copies of the Form 15CA and 15CB with UDIN, filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares (*please refer clause 5 of this letter for further details required for filing these forms and regarding applicability of TDS*);
- (h) Proof of payment of tax (if any) and copy of the TDS return (if any) filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares;
- (i) Copies of all statutory/ regulatory approval, as required by the Exit Shareholder under applicable law, for re-acquiring the Exit Shares;
- (j) Copy of the Form A2, filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares;
- (k) Copy of Client Master List (CML) of demat account where Exit Shares should be credited; and

- (l) Copy of screenshot of Exit Shareholder's demat account showing the auto credit or similar option activated.

4. Procedure for Settlement:

- (i) Subject to receipt of the respective Consideration, Form of Acceptance, and all Additional Documents (to the satisfaction of the Company) from an Exit Shareholder within the Offer Period, the Exit Shares will, upon reconciliation, be transferred to the demat account of such Exit Shareholder (electronically) as per the details provided by the Exit Shareholder in the Form of Acceptance, within the timelines as specified under Paragraph 2 above.
- (ii) In the event any Exit Shares were jointly held at the time of the Exit Offer, such Exit Shares will be transferred in the name shareholders having demat account in similar order as per the shares tendered in Exit Offer.
- (iii) In case any Exit Shareholder's acceptance of the Offer is rejected in accordance with para 1(vii) above, any Consideration paid by such Exit Shareholder to the Company shall be refunded to such Exit Shareholder within ten (10) working days from the date of closing of the Offer Period, to the same bank account from which the money was received.
- (iv) Each Exit Shareholder shall ensure that its demat account is active and valid, with an auto-credit or similar option activated, as on the scheduled date of transfer of its Exit Shares, to avoid technical issues at the time of transfer.
- (v) Excess Consideration, if any, paid by any Exit Shareholder, shall be refunded to such Exit Shareholder within ten (10) working days from the date of closing of the Offer Period, to the same bank account from which the money was received.

5. **Applicable Taxes:** The Promoter is a tax resident of Singapore, holding a valid Tax Residency Certificate/ Certificate of Residence ("**COR**"), Tax Reference Number 197300426M dated September 7, 2023, issued by the Inland Revenue Authority of Singapore for Calendar Year 2023 and is satisfying the conditions laid down under the India-Singapore Double Taxation Avoidance Agreement ("**India Singapore Treaty**")¹ read with the provisions of the Income Tax Act, 1961 ("**IT Act**") and accordingly, is entitled to avail the beneficial provisions available under the India Singapore Treaty.

In accordance with the terms of the Circular No. 768, dated June 24, 1998, issued by the Central Board of Direct Taxes ("**CBDT**"), the Promoter shall transfer the equity shares, qualifying as long term capital asset under the provisions of the IT Act, of the Company acquired prior to April 1, 2017 to the Exit Shareholders. Accordingly, in accordance with the applicable provisions, including Section 112(1)(c), of the IT Act read with the applicable provisions of the India Singapore Treaty, no capital gains tax implications would arise under the provisions of the IT Act in the hands of the Promoter on transfer of the Exit Shares to the Exit Shareholders and the Exit Shareholders should not withhold any tax on remittance of the Consideration to the Promoter.

With effect from July 01, 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of IT Act at the rate of 0.1% (plus applicable surcharge and cess) when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term "goods" has not been defined and may cover shares. The provisions of Section 194Q of IT Act are not applicable in case the seller is a non-resident. Accordingly, the provisions of Section 194Q of the IT Act are not applicable as the Promoter is a non-resident.

¹ The convention between the Government of the Republic of India and the Government of the Republic of Singapore, for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income as notified by Notification No. GSR 610(E), Dated 8-8-1994 As Amended by Notification No. SO 1022(E), Dated 18-7-2005; No. S.O. 2031(E), Dated 1-9-2011 and No. S.O. 935(E), Dated 23-3-2017; as may be amended from time to time.

Hence, the Exit Shareholders are requested to deposit the full amount of the Consideration, without deduction of any withholding or other taxes under the IT Act, to the Promoter. The Promoter and each Exit Shareholder shall bear its own taxes (as may be applicable under law) in relation to the transfer of the Exit Shares.

Copy of the COR for the purpose of the India Singapore Treaty and Form 10F towards Information to be provided under Section 90(5) or Section 90A(5) of the IT Act are attached as Annexure I and Annexure II to the Offer Letter.

Furthermore, the details required by the Exit Shareholders for the purposes of Form 15CA are mentioned hereinbelow:

Full name as per the Permanent Account Number in India	Schneider Electric South East Asia (HQ) Pte Ltd
Permanent Account Number	AAPCS2960M
Status	Company
Complete address	10, ANG Mo Kio Street 65, Tech Point, Tech Point, Singapore
Email address	Companysecretary@se.com
Phone number (incl. ISD code)	+6563576333
Country to which the remittance will be made	Singapore
Country of which the recipient of remittance is a resident	Singapore
Principal Place of business	Singapore
Tax Treaty	India-Singapore Double Taxation Avoidance Agreement ("India Singapore Treaty") ²
Nature of Capital Gains	Long Term Capital Gains
Article of the Tax Treaty	Article 13(4A) of the India Singapore Treaty

Exit Shareholders may consider seeking independent tax advice in this regard.

6. Form FC-TRS Filing:

- (i) Each Exit Shareholder which has re-acquired its respective Exit Shares in the manner provided under para 4 above, is required to file a Form FC-TRS in relation to the re-acquisition of its Exit Shares (along with all required supporting documentation as may be determined by the Exit Shareholder's authorised dealer bank) on the FIRMS Portal with the Reserve Bank of India within a period of sixty (60) days from the date of re-acquisition of its respective Exit Shares.
- (ii) To help facilitate the filing of this Form FC-TRS, the Company has engaged an external practicing company secretary to assist the Exit Shareholders in making this filing with their respective authorized dealer banks ("**Consultant**"), details of whom are set out below:

APAC & Associates LLP
Address: 604-605, PP City Centre,
Rd Number 44, Pitampura,
New Delhi, Delhi 110034
Contact person: Mr. Chetan Gupta (Partner)
Contact No: 9818188855

² The convention between the Government of the Republic of India and the Government of the Republic of Singapore, for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income as notified by Notification No. GSR 610(E), Dated 8-8-1994 As Amended by Notification No. SO 1022(E), Dated 18-7-2005; No. S.O. 2031(E), Dated 1-9-2011 and No. S.O. 935(E), Dated 23-3-2017; as may be amended from time to time.

Email id: chetan.gupta@apacandassociates.com

Any Exit Shareholder, who would like to get support on aforesaid, may reach out to the Consultant, independently, during the offer period and upto 60 days from the date of re-acquisition of respective Exit Shares (except Sundays) during business hours between 10:00 a.m. and 06:00 p.m. The Company and/or the Consultant will not be responsible for ensuring any such compliance by the Exit Shareholder.

- (iii) The agreed scope of the Company's engagement with the Consultant is as follows:
- (a) Support the Exit Shareholders in documentation for sending remittance to the Promoter.
 - (b) Documentation and filing of form FC-TRS on FIRMS Portal; and
 - (c) Liaising with the Exit Shareholder's authorized dealer bank for above said matters, if required.
- (iv) Upon successful filing of the Form FC-TRS in the manner set out in para 6(i) above, each Exit Shareholder is required to share a copy of the acknowledgement received by the Exit Shareholder from the Reserve Bank of India (in relation to such filing) with the Company, for its records, within a period of 10 business days from the date of receipt of the acknowledgment.

7. The Exit Shares offered by Promoter through this Offer are free from all liens, charges, and encumbrances.
8. The international securities identification number (ISIN) for the Equity Shares is INE155D01018.
9. The Shareholding Pattern of the Company as on September 30, 2023 (Prior to completion of the Offer) was as follows:

Shareholder Category	No. of Equity Shares	Percentage (%)
Promoter's Shareholding		
Foreign Promoter Company	4867933	80.49
Total (a)	4867933	80.49%
Non-Promoter Shareholding		
Other Bodies Corporate	142592	2.36
Hindu Undivided Family	29452	0.49
Non-Resident Indians	250	0.00
Non-Resident (Non Repatriable)	4245	0.07
Public	980420	16.21
Body Corporate – Ltd Liability Partnership	2350	0.04
Investor Education and Protection Fund	20758	0.34
Total(b)	1180067	19.51%
Grand Total (a+b)	6048000	100%

10. The Shareholding pattern of the Company post completion of the Offer, considering, full acceptance by each Exit Shareholders of its respective Exit Shares, will be as follows:

Shareholder Category	No. of Equity Shares	Percentage (%)
Promoter Shareholding (a)		
Schneider Electric South East Asia (HQ) Pte Ltd	4535994	75%
Non-Promoter Shareholdings (b)	1512006	25%
Total (a+b)	6048000	100%

11. **Contact Person:** For any queries, the Exit Shareholders may contact/write to the Company Secretary, at companysecretary@se.com and/or the RTA at gamare@unisec.in or contact on the numbers mentioned above.
12. **General Disclaimer:** Every person who wish to avail the offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Promoter, the Registrar to the Offer or the Company or, the Consultant, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Offer.

Thanking you!

On behalf of the Board of Directors of Schneider Electric President Systems Limited (Company)

**Sd-
Sapna Bhatia
Company Secretary**

Date: November 11, 2023
Place: Bengaluru

We, Schneider Electric South East Asia (HQ) Pte. Ltd. (Promoter), hereby acknowledge the contents of this Letter of Offer to Re-acquire shares and agree and undertake to execute aforesaid transaction in accordance with this Letter.

On behalf of the Board of Directors of Schneider Electric South East Asia (HQ) Pte. Ltd. (Promoter)

**Sd/-
Sumit Goel
Authorised Signatory**

Date: November 11, 2023
Place: Gurugram

Enclosures:

- (i) Copy of COR for the purpose of India Singapore Treaty
- (ii) Form 10F towards Information to be provided under Section 90(5) or Section 90A(5) of the IT Act are attached as Annexure I and Annexure II to the Offer Letter
- (iii) Form of Acceptance



INLAND REVENUE
AUTHORITY
OF SINGAPORE

SCHNEIDER ELECTRIC SOUTH EAST ASIA (HQ)
PTE. LTD.
50 KALLANG AVE
SINGAPORE 339505



1-1

CERTIFICATE OF RESIDENCE FOR THE PURPOSE OF THE SINGAPORE-INDIA DTA

Dear Sir/Madam

In response to your request dated 06 Sep 2023, it is confirmed that you are resident in Singapore for income tax purposes for the calendar year 2023.

Yours faithfully

CHOW WAI YEE (MS)
ASSISTANT COMMISSIONER
CORPORATE TAX DIVISION
for COMPTROLLER OF INCOME TAX

FORM NO. 10F

[See sub-rule (1) of rule 21AB]

Information to be provided under sub-section (5) of section 90 or sub-section (5) of section 90A of the Income-tax Act, 1961



Acknowledgement Number -505773340071123

I **SAURABH MITTAL** son of Shri **BHARAT BHUSHAN MITTAL** in the capacity of **AUTHORISED SIGNATORY** do provide the following information, relevant to the previous year do provide the following information, relevant to the previous year **2023-24** in the case of **SCHNEIDER ELECTRIC SOUTH EAST ASIA (HQ) PTE LTD** for the purposes of sub-section (5) of Section 90

Sl.No	Nature of Information	Details
(i)	Status (individual, company, firm etc.) of the assessee	Company
(ii)	Permanent Account Number	AAPCS2960M
(iii)	Country or specified territory of incorporation or registration	Singapore
(iv)	Assessee tax identification number in the country or specified territory of residence and if there is no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory of which the assessee claims to be a resident	197300426M
(v)	Period for which the residential status as mentioned in the certificate referred to in sub-section (4) of section 90 or sub-section (4) of section 90A is applicable	01-Apr-2023 to 31-Mar-2024
(vi)	Address of the assessee in the country or territory outside India during the period for which the certificate, mentioned in (v) above, is applicable	50, KALLANG AVE, SINGAPORE, SINGAPORE, SINGAPORE, STATE OUTSIDE INDIA, Singapore - 339505

2. I have obtained a certificate referred to in sub-section (4) of section 90 or sub-section (4) of section 90A from the Government of Singapore

Name

SAURABH MITTAL

Permanent Account Number

ALNPM5956B

Address

Flat No. 1402, Tower Kempstone,
Omaxe Hills Apartments, Sector
41-42, Amarnagar S.O (Faridabad),
Faridabad, FARIDABAD, Haryana,
India - 121003

Verification

I **SAURABH MITTAL** do hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated.

Tax residence certificate

COR for FY2023 - India.pdf

IP Address

43.231.55.10

Place

Haryana

Date

07-Nov-2023

Acknowledgement Number - 505773340071123

This form has been digitally signed by **SAURABH MITTAL** having PAN **ALNPM5956B** from IP Address **43.231.55.10** on **07-Nov-2023 01:40:11 PM**
Dsc SI No and issuer **,C=IN,O=Pantagon Sign Securities Pvt. Ltd.,OU=Certifying Authority**



FORM OF ACCEPTANCE

(Please send this Form of Acceptance with enclosures to Universal Capital Securities Pvt. Ltd. as mentioned in the Letter of Offer with a copy in email at companysecretary@se.com (Company Secretary) and gamare@unisec.in (RTA). All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

Activity	Timelines
Dispatch of Letter of Offer (Electronic and/or Physical Letters)	Monday, November 16, 2023
Commencement of Offer Period	Tuesday, November 21, 2023
Closing of Offer Period	Wednesday, November 29, 2023
Reconciliation of Consideration received	Thursday, December 07, 2023
Settlement and transfer of the relevant Exit Shares to the respective Exit Shareholders who's acceptance of the Offer is not rejected	By Monday, December 18, 2023
Refund of excess amount, if any	By Monday, December 18, 2023

From:

DP ID No. / Client ID No.:		Status: Residential Individual/ Foreign Company/Body Corporate/ Non-Resident Indian / OCB/ Foreign National/ Bank / Financial Institution/ Foreign Institutional Investors / Foreign Portfolio Investors	
Name of the First Holder			
Address:			
Email:			
Phone No.			

To

Schneider Electric South East Asia (HQ) Pte Ltd

C/o UNIVERSAL CAPITAL SECURITIES PVT LTD.

Add: C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar,
Vikhroli (West), Mumbai - 400 083, India

Contact Person :Mr. Santosh Gamare; E-mail: gamare@unisec.in

Phone +91- 022- 49186178 /49186179;

Sub: Offer to Exit Shareholders to re-acquire Exit Shares of Schneider Electric President Systems Limited tendered during the exit offer issued by Schneider Electric South East Asia (HQ) Pte Ltd. ("Promoter") at a price of INR 200.40 (Rupees Two Hundred and Paise Forty Only) per share ("Exit Price")

I/We refer to the Letter of Offer dated November 11, 2023 to re-acquire, the Exit Shares of the Company tendered by the Exit Shareholders during the Exit offer issued by Schneider Electric South East Asia (HQ)

Pte Ltd. ("**Promoter**" or "**Acquirer**") pursuant to its letter of offer dated February 14, 2017 at an Exit Price of INR 200.40 per share ("**Exit Price**")

I/We, the undersigned have read the Letter of Offer and understood its contents and unconditionally accept the terms and conditions as mentioned therein.

Details of Demat account and Exit Shares:

I/We, enclose the details of my/ our demat account and the number of Exit Shares which I/we like to re-acquire under the Offer:

DP Name		No of shares held	
DP ID		Date of Shares tendered during an Exit offer	
Client ID		No of Shares to be re-acquired	

Details of Bank Account:

I/We, have remitted the entire Consideration for re-acquiring the Exit Shares and hereby enclose the details of my/ our Bank account and the remittance:

Name of Bank Account		Branch	
Account Number		Type of Account (Saving/Current)	
9-digit MICR code		IFSC Code*	
Amount Paid		Date of Fund Transfer	
Transaction Details/ ID			

*Only in case of RTGS and NEFT

I/We have attached the following required documents as a proof of payment to re-acquire Exit Shares along with Form of Acceptance:

- Form of Acceptance;
- Bank Statement /Proof of transfer of funds towards Consideration for the Exit Shares, to be accepted by RBI;
- Self-attested KYC of Remitter - PAN and Aadhaar of Exit Shareholder;
- [Duly attested death certificate and succession certificate (in case of single shareholder), in case the original shareholder has expired.];
- [Duly attested power of attorney if any person apart from the shareholder has signed Form of Acceptance or transfer deed(s).];
- Duly executed purchaser consent letter in the format prescribed by the RBI for the re-acquisition of the respective Exit Shares from the Promoter by the Exit Shareholder;
- Duly attested copies of the Form 15CA and 15CB with UDIN, filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares;
- [Proof of payment of tax (if any) and copy of the TDS return (if any) filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares.];
- Copies of all statutory/ regulatory approval, as required by the Exit Shareholder under applicable law, for re-acquiring the Exit Shares;

- (j) Copy of the Form A2, filed by the Exit Shareholder in relation to the remittance of Consideration by the Exit Shareholder for re-acquiring its Exit Shares;
- (k) Copy of Client Master List (CML) of demat account where Exit Shares should be credited; and
- (l) Copy of screenshot of Exit Shareholder's demat account showing the auto credit or similar option activated.

I/We hereby agree and undertake to file the form FC-TRS with our authorised dealer bank/ RBI on FIRMS Portal, in relation to the transfer of the Exit Shares from the Promoter to me/us and share a copy of the acknowledgement of such filing from the RBI with the Company, within the timelines set out in the Letter of Offer.

Category of Holder	Full Name(s) of the shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Address of First/Sole Shareholder:.....

Place :

Date :

General Instructions:

- i. **In case of shares held in joint names**, names should be filled up in the same order in the Form as the order in which the shares were held in **Schneider Electric President Systems Limited** and should be duly witnessed. This order cannot be changed or altered, nor can any new name be added for the purpose of accepting the Offer.
- ii. **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
- iii. **In case of bodies corporate**, certified copies of appropriate authorization (including Board / shareholder resolutions, as applicable) authorizing the re-acquiring of shares along with specimen signatures duly attested by a two Directors along with the seal of the Company should be affixed.
- iv. **Non-resident shareholders** (including Non-Resident Indians, Overseas Citizens of India, Overseas Corporate Bodies or Foreign Institutional Investors) should enclose copy(ies) of permission received from Reserve Bank of India, if any, to re-acquire shares held by them in **Schneider Electric President Systems Limited**.
- v. **All the shareholders** should provide all relevant documents which are necessary to ensure transfer ability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
 - a. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
 - b. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- vi. All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your reference Folio No/DP ID/Client ID.