

November 20, 2018

Mr. Ramakrishna Rajasekharan Nair (RR Nair)  
785, 5th Cross, 4th Block,  
Koramangala, Bangalore- 560034  
Karnataka

Dear Sir,

**Sub: Appointment as Independent Director for the First Term**

The Board of Directors of Schneider Electric President Systems Limited are pleased to appoint you as an Independent Director of the Company for a first term of five (5) years w.e.f. from November 20, 2018 till November 19, 2023. The appointment has been approved by the Board of the Company in their meeting held on November 20, 2018.

This letter sets out the terms of your appointment. The terms of your appointment as set out in this letter are to the extent provisions of the Companies Act 2013 as amended from time to time.

**1. Appointment**

Your appointment as an Independent Director of the Company is effective from November 20, 2018 till November 19, 2023 unless terminated earlier or extended, as per the provisions of this letter or applicable laws.

As an Independent Director you will not be liable to retire by rotation.

**2. Committees of the Board**

In addition to serving as an Independent Director of the Company, you have been appointed on the following Committees of the Board:

- a. Audit Committee – Member
- b. Nomination and Remuneration Committee – Chairman
- c. Corporate Social Responsibility Committee – Member

Any changes in Committee membership shall be promptly communicated to you.

**3. Familiarization & Development**

The Company shall continue to conduct formal induction programme which may include the following:

- Boards Role and Responsibilities;
- Company's strategic plans, its financial statements, key policies and practices and other key details pertaining to business of the Company;
- Periodical familiarization programme;

Apart from the above, you may ask for further details and information as would help broaden your understanding of the Company's business & operations and would enable you to perform your role as Director more effectively and efficiently.

**4. Code of Conduct and Roles, Duties & Responsibilities**

**Schneider Electric President Systems Limited**

Corporate Office : Innovare, Bearys Global Research Triangle,  
Sy.No 63/3B, Gorvigere Village, Bidarahalli Hobli,  
Bengaluru East Taluk, Whitefield Hoskote Road,  
Bengaluru - 560 115, Ph : +91 80 4554 0000

Regd. Office : 5C/1, KIADB Industrial Area, Attibele, Bengaluru - 562107  
Ph: +91 80 6788 8300, Email: info@schneiderelectricpresident.com  
CIN :U32109KA1984PLC079103

Schneiderelectricpresident.com

As a Member of the Board you along with other Directors will be collectively responsible for meeting the objectives of the Board which includes:

- Your role, duties & responsibilities will be those normally required of a Non-Executive Independent Director outlined under the Companies Act, 2013.
- You will abide by the Schneider Electric Code of Conduct (Principles of Responsibility/ POR) to the extent applicable to the Independent Director of the Company.
- As an Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of corporate governance. You will be expected to attend Board/Board Committees meetings to which you are appointed and Shareholders Meeting and to devote such time as appropriate to discharge your duties effectively and work on various Committees as well.

#### **5. Fees / Commission**

Subject to the provisions of Companies Act, 2013, you shall be paid sitting fees for attending the Meetings of the Board and the Committees of which you are a member.

As per the provisions of the law, you will not be entitled to any stock options.

Further the Company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company. This will include reimbursement of expenditure, if any, incurred by you for attending the Board/Committee Meetings, General Meetings, site visits and induction & training (organized by the Company for Directors).

#### **6. D & O Insurance**

Schneider Electric President Systems Limited has Directors and Officers Liability Insurance and it is intended to maintain such insurance cover for the term of your appointment, subject to the terms of such policy in force from time to time. A copy of the policy document can be furnished upon request.

#### **7. Performance Appraisal / Evaluation Process**

As a member of the Board, your performance as well as the performance of the entire Board and its Committees shall be evaluated annually. The criteria for evaluation shall be determined by the Chairperson of Nomination & Remuneration Committee and shall be disclosed in the Company's Annual Report.

#### **8. Disclosures**

During your term, you agree to promptly notify the Company of any change in your directorships, and also agree to provide a declaration under Section 149(7) of the Companies Act, 2013, upon any change in circumstances which may affect your status as an Independent Director.

#### **9. Termination**

Your Directorship on the Board of the Company shall terminate or cease in accordance with the provisions of the Companies Act, 2013. You may resign from the Directorship of the Company any time by giving notice in writing to the Company stating the reasons for resignation.

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If at any time during your tenure, there is any change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Companies Act, 2013 or you fail to meet the criteria for "Independence" under the Companies Act, you agree to inform the change of status to the Board.

#### 10. Miscellaneous

- You shall have access to confidential information of the Company and you shall use reasonable efforts not to disclose the same to any third party;
- No waiver or modification of this letter shall be valid unless made in writing and signed by you and the Company;
- As per the provisions of the Act, this letter along with your detailed profile shall be disclosed on the website of the Company.

#### 11. Governing Law

This Letter of Appointment is governed by and will be interpreted in accordance with the Indian law and subject to the jurisdiction of Indian Courts.

It is a pleasure to have you on Board. Your association, expertise and advice will immensely benefit the Company and the Board.

Please confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

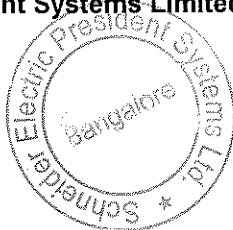
We thank you for your support and commitment to the Company.

Yours Sincerely,  
For Schneider Electric President Systems Limited

Swaminathan Venkatraman  
Director

DIN: 03139440

Address: BGRT, 6<sup>th</sup> Floor, SY 63/3B, Gorvigere Village  
Bidarahalli Hobli, Bangalore East Taluk, Whitefield Ashram Road,  
Bangalore - 560 067.



#### AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name : RR Nair  
Place :

#### Schneider Electric President Systems Limited

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