

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

CIN: U32109KA1984PLC079103

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

Phone: 080 67888300

Website: www.schneiderelectricpresident.com; E-mail: sapna.bhatia@se.com

NOTICE

NOTICE is hereby given that the Thirty-Seventh (37th) Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric President Systems Limited (“**Company**”) will be held on Monday, September 20, 2021 at 3.30 p.m.(IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”
2. To re-appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation and being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sugata Sircar (DIN: 01119161), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of Forty-Second (42nd) Annual General Meeting and to fix their remuneration, and in this regard, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments(s) thereof, for the time being in force and subject to all the applicable laws and regulations and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s S.R. Batliboi & Associates LLP, (Reg. No.101049W/E300004), for a period of five (5) years, from the conclusion of this Thirty-Seventh (37th) Annual General Meeting till the conclusion of the Forty-Second (42nd) Annual General Meeting of the Company at such remuneration (exclusive of applicable Taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), fixed by the Audit Committee and/or Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider, the appointment of Mr. Sachin Bhalla (DIN: 07325708) as a Non-Executive Director of the Company and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Article of Association of the Company, Mr. Sachin Bhalla (DIN: 07325708), who was appointed as an Additional Director (Non-Executive) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from August 01, 2021 and who holds office up to the date of this 37th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”
5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 110,000/- (Indian Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2022 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”
6. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders, be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE France, and to ratify the financial assistance provided by the Company pursuant to Scheme to the employees of the Company during the financial year 2021-2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make modifications, suspend, withdraw or revive the Scheme as suggested by the Schneider Electric SE, France from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person(s) who are/will be in the employment of the Company including Whole-Time Director(s)/ Non-Executive Directors(s), Key Managerial Personnel(s) of the Company and to approve such number of shares and at such price, in such a manner, during such period in one or more tranches as it may deem fit under the Scheme.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any Committee of Directors of the Company or to any office of the Company to give effect to this resolution and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt whatsoever, as may arise with respect to the Scheme.”

By Order of the Board of Directors
For Schneider Electric President Systems Limited

Date: July 30, 2021

Place: Bengaluru

Sapna Bhatia
Company Secretary
ACS: 32349

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

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses to be transacted at the 37th Annual General Meeting (“37th AGM”) is annexed hereto. The Board of Directors of the Company at its meeting held on July 30, 2021, considered that the special businesses under Item Nos. 4 to 6 being unavoidable, be transacted at the 37th AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 37th AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**
 - (a) In view of the ongoing pandemic COVID-19, prevailing in the Country and restrictions imposed by the Government, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted to hold the Annual General Meeting for the financial year 2020-2021 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, the 37th AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder and MCA Circulars and hence, Members can attend and participate in 37th AGM through VC/ OAVM, being provided by the Company. The deemed venue for the 37th AGM shall be the Registered Office of the Company at 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka.
 - (b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 37th AGM through VC/OAVM facility and e-Voting during the 37th AGM.
 - (c) Members attending the 37th AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - (d) Pursuant to provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules 2014, (as amended), and the MCA Circulars, the Company has engaged the services of KFin Technologies Private Limited (“KFinTech”) for conducting AGM through VC/OAVM along with the facilitation of e-Voting to enable the members to cast their votes electronically using remote e-Voting system as well as e-Voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notice with instructions.
 - (e) The 37th AGM will be conducted through VC/OAVM, allows two-way teleconferencing for the ease of participation of the Members. Members may join the 37th AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 37th AGM on Monday, September 20, 2021.

- (f) Members may note that the VC/OAVM facility, provided by KFintech, allows participation of at least one thousand (1000) Members, basis on first-come-first serve. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 37th AGM without any restriction on account of first-come-first-serve principle.
- (g) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.
- (h) In compliance with the aforesaid MCA Circulars, Annual Report 2020-2021 including the Notice ("Annual Report 2020-2021") is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 20, 2021, i.e. the Record Date fixed by the Company for the purpose of sending the Annual Report 2020-2021 to the Members of the Company.

In line with the MCA Circulars, the Members may note that the Annual Report 2020-2021 will also be available on the Company's website at www.schneiderelectricpresident.com and on the website of KFintech, i.e. <https://evoting.kfintech.com>

- (i) Since the 37th AGM will be held through VC/OAVM facility, the Route Map and attendance slip are also not annexed to this Notice.

3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 37th AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company Secretary at sapna.bhatia@se.com or RTA at gamare@uniseq.in or to KFintech at evoting@kfintech.com.
- (b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company Secretary at sapna.bhatia@se.com or Registrar & Share Transfer Agents, Universal Capital Securities Private Limited (RTA) at gamare@uniseq.in or to Kfintech at evoting@kfintech.com.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 37TH AGM ARE AS UNDER:

- (a) Upon declaration by the Chairman about the commencement of e-Voting at 37th AGM, members shall click on the Thumb sign on the left bottom corner of the video screen for voting at the 37th AGM, which will take them to the "instapoll" page.
- (b) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (c) Only those Members, who will be present in the 37th AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 37th AGM.
- (d) The Members who have cast their vote by remote e-Voting prior to the 37th AGM may also participate in the 37th AGM through VC/OAVM but shall not be entitled to cast their vote again.

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 37TH AGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Members will be provided with a facility to attend the 37th AGM through video conferencing platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for 37th AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- (b) Please note that the Members who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- (c) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- (d) Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
- (e) The Company has made all efforts to arrange the VC/OAVM meeting smoothly. However, Members connecting from mobile devices or tablets or through laptops etc. 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.
- (f) Members, who would like to express their views or ask questions on the financial statements of the Company or any other matter to be placed at the 37th AGM, during the 37th AGM, will have to visit <https://emeetings.kfintech.com/> and click on "Post your Questions" or register themselves as Speaker by clicking on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Friday, September 17, 2021 from 09:00 a.m. (IST) till Sunday, September 19, 2021 up to 05:00 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 37th AGM.

- (g) A video guide assisting the members for attending the 37th AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>
- (h) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37th AGM through VC/OAVM facility.
- (i) Members who need technical assistance before or during the 37th AGM, may contact KFintech at evoting@kfintech.com or helpline at 1800 309 4001 (toll free).

6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (a) The remote e-Voting will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Friday, September 17, 2021
End of remote e-Voting	Up to 5:00 p.m. (IST) on Sunday, September 19, 2021

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFintech upon expiry of aforesaid period. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- (b) Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Monday, September 13, 2021, i.e. the “Cut-off Date”** shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 37th AGM. Any person who is not a Member on the Cut-off Date should treat the notice for information purposes only.

(c) Process and manner for remote e-Voting:

The individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

Login method for e-Voting:

I. Individual members (holding securities in demat mode) login through Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. URL: https://eservices.nsd.com/ II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com/ or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login_or or www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-Voting Service Provider) where the e-Voting is in progress.

II. Individual Members (holding securities in demat mode) login through their Depository Participant.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can 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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43.

III. Login method for Non-Individual Members and Members holding securities in Physical Form

- (a) Initial password is provided in the body of the email.
- (b) Launch internet browser and type the URL: <https://evoting.kfintech.com/> in the address bar.
- (c) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- (d) After entering the details appropriately, click on LOGIN.
- (e) You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric President Systems Limited.
- (h) On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (j) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (k) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rupesh@cacsindia.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login.
- (l) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- (a) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- (b) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 37th AGM and holds shares as on the Cut-off Date can obtain the login ID and password by sending a request at evoting@kfintech.com or sapna.bhatia@se.com. However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- (c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- (d) Mr. Rupesh Aggarwal (ACS 16302 and CP 5673), failing him Mr. Shashikant Tiwari (ACS 28994 and CP 13050), Practicing Company Secretaries from M/s Chandrasekaran Associates have been appointed as the Scrutinizer to scrutinize the e-Voting in a fair and transparent manner and have communicated their willingness to be appointed and will be available for same purpose.
- (e) During the 37th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at 37th AGM, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 37th AGM and announce the starting of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 37th AGM.
- (f) The Scrutinizer shall after the conclusion of e-Voting at the 37th AGM, first download the votes cast at the 37th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within forty eight (48) hours from the conclusion of the 37th AGM, who shall then countersign and declare the Result of the voting forthwith.
- (g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.schneiderelectricpresident.com and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairman or a person authorized by him.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 14, 2021 to Monday, September 20, 2021 (both days inclusive).
9. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 37th AGM.
10. The relevant information regarding particulars of Directors seeking appointment/re-appointment in terms of SS-2 are annexed as Annexure- I to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder.
11. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

13. Appeal to Shareholders:

(i) DEMAT

Pursuant to MCA notification dated September 10, 2018 effective from October 02, 2018, transfer of shares in physical mode is prohibited and mandates holding of shares in demat except in case of transmission or transposition. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.

(ii) REGISTRATION OF NOMINATION AND BANK MANDATE

Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

(iii) ELECTRONIC COMMUNICATION

All notices, financial statements, annual report etc. will be sent to the Members electronically as notified in the Act and Rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

(iv) GENERAL REQUEST

At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes if any pertaining to name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;

Do not share your demat account login and password and retain the relevant instruction slips in safe custody;

Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.

14. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
15. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at sapna.bhatia@se.com.
16. In adherence to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the ("IEPF Rules"), 20,758 equity shares of Rs. 10 each in respect of which dividend have not been claimed by the shareholders or unclaimed for a period of consecutive seven (7) years were transferred to the demat account of Investors Education and Protection Fund (IEPF) as per the details given hereunder:

FY 2008-2009		
SHARES HELD	NO. OF RECORDS	No. OF SHARES
NSDL	1	1
CDSL	3	173
Physical Form	38	11367

Total	42	11541
FY 2009-2010		
SHARES HELD	NO. OF RECORDS	No. OF SHARES
NSDL	8	976
CDSL	1	1
Physical Form	26	8240
Total	35	9217

Further, the Shareholder can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account, by making an application in Form IEPF-5 online on the website www.iepf.gov.in and by complying with requisite procedure as defined.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

The following Statement sets out all material facts relating to the Special Business(es) mentioned in the Notice:

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have appointed Mr. Sachin Bhalla (DIN: 07325708) as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company with effect from August 01, 2021, liable to retire by rotation.

As an Additional Director, Mr. Sachin Bhalla holds office till the date of this 37th AGM and is eligible for being appointed as a Non-Executive Director.

The Company has received a notice from a member in terms of Section 160 of the Act, signifying their intention to propose the candidature of Mr. Bhalla for the office of Director of the Company.

Mr. Sachin Bhalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given required disclosures and consent for his appointment as Director of the Company.

Mr. Sachin Bhalla has over 20 years of Leadership Experience in multinationals, in & outside India. He is a Bachelor of Technology (Mechanical Engineering) from Indian Institute of Technology (IIT), Delhi, India and he has done Post-Graduate Program in Management (Silver Medalist) from Indian School of Business (ISB), Hyderabad, India.

He is associated with Schneider Electric India since January 2011 and currently, working as Marketing Head for Luminous Business and is responsible for market share growth, profitability improvement, marcom, ecommerce and solarbyLuminous.com at Luminous. During the tenure, he has held various positions as Head Strategy and was responsible for strategy development and strategy execution for various business of Schneider Electric in India, Sri Lanka and Bangladesh. In October 2015 he was assigned the role of VP, Channel Development, Retail business and was responsible for driving the transformation of Schneider Electric retail business in Middle East, Turkey, India, Australia, New Zealand and Hong Kong.

Prior to employment with Schneider, he has worked with McKinsey & Company, India and Sapient Corporation, India. His diverse roles include Strategy for Energy Company, Capex reduction program, setting up of Business/ BPO/ Startups & Implementing Business Strategies, Due Diligence for Private Equity etc.

Your Board believes that induction of Mr. Sachin Bhalla on the Board will support in broadening the overall expertise of the Board.

Details pursuant to Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India, is attached as **Annexure-I**.

Except, Mr. Sachin Bhalla, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 37th AGM.

The Board of Directors, accordingly, recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

ITEM NO. 5

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on July 30, 2021 approved the re-appointment of M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2021-2022 at a remuneration of INR 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the 37th AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the accompanying Notice of the 37th AGM.

The Board, recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

Schneider Electric, at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan ("WESOP") Scheme (the "Scheme") for its employees, whereby employees of the Schneider Group have the option to subscribe the shares of the Schneider Electric, France ("SE France"), the Ultimate Holding Company as employees of the group company. This WESOP 2020-2021 has been re-established after a year-long wait, exceptional interruption due COVID-19 Pandemic crisis for the financial year 2021-2022.

The Scheme is available worldwide for Schneider Electric group employees. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees to inculcate a sense of participation in the fortunes of the Company.

SE France is Ultimate Holding Company of your Company. Accordingly, employees of your Company are also entitled to subscribe shares of SE France.

The Board of Directors of your Company in its meeting held on July 30, 2021 approved participation of employees of the Company including Directors and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Companies Act, 2013 ("the Act") and the rules made thereunder.

This scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The full scheme is available for inspection by the members electronically and shall remain open during the 37th AGM.

All the Directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolutions as set out in Item No. 6 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

By Order of the Board of Directors
For Schneider Electric President Systems Limited

Date: July 30, 2021

Place: Bengaluru

Sapna Bhatia
Company Secretary
ACS: 32349

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

Annexure I

Information of Director(s) seeking appointment/re-appointment at this 37th AGM of the Company in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Director/ Particulars	Mr. Sugata Sircar	Mr. Sachin Bhalla
Director Identification Number (DIN)	01119161	07325708
Date of Birth (Age in Years)	December 20, 1963 (57 years)	May 20, 1979 (42 years)
Date of First Appointment	November 13, 2014	August 01, 2021
Expertise in specific functional area	Business performance management, strategy, and business decision support, Business Planning and Strategy, Leadership, Risk Management, Processes and Controls and other areas in Finance	Expertise in market share growth, profitability improvement, marcom, ecommerce, Capex reduction program, setting up of Business / BPO/ Startups & Implementing Business Strategies, Due Diligence for Private Equity etc.
Qualifications	FCA	B. Tech (ME) and MBA
Experience	32 years	25 years
List of Companies in which Directorship is held	<ol style="list-style-type: none"> Schneider Electric Systems India Private Limited Eurotherm India Private Ltd. Schneider Electric Infrastructure Limited Spreading Happiness Indiya Foundation Schneider Electric Private Limited Energy Grid Automation Transformers and Switchgears India Private Limited Schneider Electric Solar India Private Limited Schneider Electric Lanka Private Limited 	<ol style="list-style-type: none"> Schneider Electric IT Business India Private Limited¹ Spreading Happiness Indiya Foundation
Chairman/Member of Committee (s) of Board of Directors of Other Companies	<ol style="list-style-type: none"> Schneider Electric Infrastructure Limited <ul style="list-style-type: none"> Audit Committee (Member) Finance and Banking Committee (Member) Energy Grid Automation Transformers and Switchgears India Private Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee (Member) Schneider Electric Private Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee (Member) 	None
No. of Shares held in the Company	NIL	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Terms and Conditions of Appointment/ Reappointment	Appointed as Non-Executive Directors	
Remuneration sought to be paid/ last drawn	NIL	NIL
Number of Meetings of Board held/ attended during the year	4	1 ²

¹Mr. Sachin Bhalla has been appointed as an Additional Director & Managing Director on the Board of Schneider Electric IT Business India Private Limited effective from August 01, 2021.

²Mr. Sachin Bhalla has been appointed as Non-Executive Director effective from August 01, 2021 through Resolution by Circulation approved by the Board of Directors on June 02, 2021 and attended the Board Meeting as an Invitee.