

SCRUTINIZERS' REPORT

To

Schneider Electric President Systems Limited

5C/1, KIADB Industrial Area, Attibele,

Bengaluru - 562107, Karnataka

Sub: Scrutinizers' Report on postal ballot by way of electronic voting conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the special resolution contained in the Postal Ballot Notice dated March 06, 2023

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Schneider Electric President Systems Limited (hereinafter referred to as "Company") for scrutinizing voting on postal ballot conducted by electronic means only, in respect of the passing of the Special Resolution contained in the Postal Ballot Notice dated March 06, 2023 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 (the Act) and the rules made thereunder including circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022, and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars").
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the Special Resolution contained in the Notice, based on the data downloaded from website of National Securities Depository (India) Limited ("**NSDL**") i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Friday, April 14, 2023.
3. The Members of the Company holding shares as on Friday, March 10, 2023 ("**Cut-Off Date**") were entitled to vote on the proposed Special Resolution to be passed through postal ballot by way of electronic voting means, as set-out in the Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Thursday, March 16, 2023 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Friday, April 14, 2023, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Wednesday, March 15, 2023, the Company had completed the dispatch of Notice, to its Members whose name(s) appeared in the Register of Members/

List of beneficial owners received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) ("depositories") as on the Cut-off Date and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the Notice through e-mails only. The Company has not dispatched the Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories. Further, the Company had given an option to its members in the Notice, which was uploaded on the website of the Company (www.schneiderelectricpresident.com) and NSDL (www.evoting.nsdl.com), to register their e-mail id's with the Company and/ or their depository participants.

6. In view of the relaxation given by Ministry of Corporate Affairs, physical ballot was not dispatched, accordingly, voting done through e-voting only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, advertisements were published by the Company in Financial Express (English), all editions and Kannada Prabha on Thursday, March 16, 2023, informing about the completion of dispatch of Notice, to the Members, who have registered their e-mail id's with the Company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e., e-voting) through the scrutinizer's secured link provided by NSDL through its designated website i.e. www.evoting.nsdl.com.
9. After completion of e-voting, votes cast by the Members, were unblocked at 05:23 P.M in the presence of two witnesses, Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar-110092 and Mr. Karan Kanojia R/o. 48-A, Anand Vihar, Delhi-110092 who are not in the employment of the Company.
10. The particulars of the report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:



Resolution No. 1:**Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and grant of employer's matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2023 ("2023 WESOP")**

"RESOLVED THAT pursuant to the provisions of Section 67(3)(b) and all other applicable provisions of the Companies Act, 2013, and other relevant provisions, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions of the Act and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"), the Memorandum and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and such other approvals, permissions and sanctions as may be necessary, the approval/consent of the Members be and is hereby accorded for the Company to provide interest-free loan/financial assistance to its employees (repayable/recoverable from employees through a monthly payroll deduction starting June 2023), and grant employer's matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in the 2023 WESOP rules, cumulatively not exceeding five per cent (5%) of the aggregate of the paid-up share capital and free reserves of the Company, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2023 WESOP of Schneider Electric SE (the Company's ultimate parent company incorporated in France).

RESOLVED FURTHER THAT the participation by the employees of the Company in 2023 WESOP shall be through the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2023 WESOP, which will be merged into the "Schneider Actionnariat Mondial" FCPE.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary and do all other things incidental and ancillary thereof."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	32	49,76,664
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ partially exercised	0	0
	No. of Valid Votes Cast	32	49,76,664



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	16	48,72,178	97.90
Against	16	1,04,486	2.10
Total	32	49,76,664	100.00

14.Based on the aforesaid results, the Special Resolution referred above has been passed with the requisite majority, on Friday, April 14, 2023, being the last date of e-voting for the members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result of the Postal Ballot process.

Thanking You,

Yours faithfully,

**Chandrasekaran Associates
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021


Shashikant Tiwari
Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919E000113108



Date: Delhi
Place: 17.04.2023

Countersigned by:

For and on behalf of
Schneider Electric President Systems
Limited

Chairman or Director /Company
Secretary authorised by
Chairman of the Company

Date: April 17, 2023

Place: Bengaluru