

**Scrutinizer's Report on remote e-voting and e-voting at the 36th Annual General Meeting of
Schneider Electric President Systems Limited**

The Chairman

Schneider Electric President Systems Limited
5C/1, KIADB Industrial Area,
Attibele, Bangalore-562107,

Date of Meeting: September 18, 2020

Day of Meeting: Friday

Time of Meeting: At 3:30 P.M.

Dear Sir,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of Schneider Electric President Systems Limited ("Company") for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 36th Annual General Meeting ("the Meeting/AGM") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the below mentioned resolutions considered at the Meeting of the equity shareholders of the Company as per Notice of AGM dated July 20, 2020 ("Notice").

Pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "relevant circulars"), the Company sent the Annual Report including Notice only through electronic mode to only those Members whose email IDs are registered with the Company/Depository Participants. The Company also gave an additional option to members to register their e-mail ids with the Company's RTA i.e. Universal Capital Securities Private Limited, or their Depository Participants by giving advertisement in newspaper dated August 24, 2020 in the Business Standard and Hosadigantha. The Notice dated July 20, 2020 convening the Meeting was sent to the shareholders on August 25, 2020 in respect of the proposed resolutions considered at the Meeting of the Shareholders of the Company held on September 18, 2020.

The Company has availed the electronic voting facility offered by KFin Technologies Private Limited ("KFintech") for conducting electronic voting by the shareholders as for the AGM of the Company and for participation in the AGM through VC/OAVM Facility.

The remote e-voting period commenced on Tuesday, September 15, 2020 at 9:00 (IST) a.m. and concluded on Thursday, September 17, 2020 at 5:00 p.m. (IST) and the KFintech e-voting platform was blocked thereafter. Further, the e-voting was opened during the AGM for the Shareholders who attended the meeting but have not casted their vote through remote e-voting and remained open till the conclusion of the AGM.

The shareholders holding shares as at the close of business hours on Saturday, September 12, 2020 ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.



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Subsequently, the remote e-voting was unblocked on September 18, 2020 around 4:45 P.M in the presence of two witnesses, Mr. Karan Kanojia R/o, 48-A Anand Vihar, Delhi-92 and Mr. Shashikant Tiwari R/o C-242A, Pandav Nagar, Delhi-11009 who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Companies Act, 2013 and rules made there-under relating to electronic voting on the resolutions contained in the Notice.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of KFintech for the electronic voting, we now submit our consolidated report thereon.

A circular purple stamp with the text "CHANDRASEKARAN ASSOCIATES" around the top edge, "NEW DELHI" in the center, and "COMPANY SECRETARIES" around the bottom edge. Overlaid on the stamp is a handwritten signature in blue ink.

1. The result of the voting is as under:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance sheet as at March 31, 2020, 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 (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	10	4872242	7	23249	17	4895491
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	10	4872242	7	23249	17	4895491

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	Number of member s voted	Votes Cast by them	
Favour	7	4868242	5	190	12	4868432	99.45
Against	3	4000	2	23059	5	27059	0.55
Total	10	4872242	7	23249	17	4895491	100



2. To appoint Ms. Rachna Mukherjee (DIN: 06970986), who retires by rotation and being eligible, offers herself for reappointment as Director (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
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Rachna Mukherjee
 CHANDRASEKARAN ASSOCIATES
 NEW DELHI
 COMPANY SECRETARIES

3. To consider the appointment of Mr. Srinivasa Narasimhan (DIN: 08488167) as Non-Executive Director of the Company. (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
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4. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2021 (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
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2. The Chairman or any other person authorised by him may accordingly declare the result thereof.
3. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries


Rupesh Agarwal
Managing Partner
Membership No: A16302
CP No. 5673
UDIN: A016302B000737198



Place: Delhi
Date: September 19, 2020


Urvashi Bhatia - Company Secretary
Counter-signed by Chairman or any other person
Authorised by the Chairman of the Company