

**Scrutinizer's Report on remote e-voting and e-voting at the 37th Annual General Meeting of
Schneider Electric President Systems Limited**

The Chairman

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

5C/1, KIADB Industrial Area,
Attibele, Bangalore-562107 Karnataka, India

Date of Meeting: September 20, 2021

Day of Meeting: Monday

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

Dear Sir,

I, Shashikant Tiwari, 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 37th 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 30, 2021.

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 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (Collectively referred to as "**MCA Circulars**"), the Company has dispatched its Annual Report for the financial year 2020-21 including the notice of AGM dated July 30, 2021, electronically on August 27, 2021, to all those members whose email addresses were registered with the Company or with their respective Depository Participants ("**DP**") viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") or with Company's Registrar and Share Transfer Agent ("**RTA**") viz. Universal Capital Securities Private Limited, as on August 20, 2021 ("**Record Date**"). The Company also gave an option to the members to register their e-mail ids with the RTA, Company or their Depository Participants through pre-dispatch newspaper advertisement published on August 23, 2021 in Business Standard (all editions) and Hosadigantha (Kannada) in terms of MCA circulars.

Post-dispatch of the Notice and the Annual Report, the Company published newspaper advertisements on August 28, 2021 in the above named newspapers as per rule 20 of Companies (Management and Administration) Rules, 2014.

The Company had appointed for providing the facility KFin Technologies Private Limited ("KFinTech") for the electronic voting and for participation in the AGM through VC/OAVM.

The remote e-voting period commenced on Friday, September 17, 2021 (9:00a.m. IST) and ended on Sunday, September 19, 2021 (5:00p.m. IST) and the KFinTech e-voting platform was blocked thereafter and then reopened during the AGM and was kept opened during the AGM.

Further, the e-voting was announced for the members who attended the Meeting but have not cast their vote through remote e-voting.

The members holding shares as at the close of business hours on Monday, September 13, 2021, (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the electronic voting was unblocked on Monday, September 20, 2021 around 4:45 P.M. (IST) in the presence of two witnesses, Mr. Karan Kanojia and Ms. Priyanka Kud who are not in the employment of the Company.

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

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

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

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



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, 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 (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	22	4893660	19	24003	41	4917663
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	2	2001	1	8592	3	10593
Less:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	20	4891659	18	15411	38	4907070

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	20	4891659	14	307	34	4891966	99.69
Against	0	0	4	15104	4	15104	0.31
Total	20	4891659	18	15411	38	4907070	100



2. To re-appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation and being eligible, offers himself for re-appointment as Director (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	22	4893660	19	24003	41	4917663
Les s:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Les s:	Number of Members & abstained from voting	2	2001	0	0	2	2001
Les s:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	20	4891659	19	24003	39	4915662

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	16	4868420	15	11411	31	4879831	99.27
Against	4	23239	4	12592	8	35831	0.73
Total	20	4891659	19	24003	39	4915662	100



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. (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	22	4893660	19	24003	41	4917663
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	2	2001	0	0	2	2001
Less:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	20	4891659	19	24003	39	4915662

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	19	4891579	14	307	33	4891886	99.52
Against	1	80	5	23696	6	23776	0.48
Total	20	4891659	19	24003	39	4915662	100



4. To consider, the appointment of Mr. Sachin Bhalla (DIN: 07325708) as a Non-Executive Director of the Company. (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	22	4893660	19	24003	41	4917663
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	2	2001	0	0	2	2001
Less:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	20	4891659	19	24003	39	4915662

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	16	4868420	14	307	30	4868727	99.05
Against	4	23239	5	23696	9	46935	0.95
Total	20	4891659	19	24003	39	4915662	100



**5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.
(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	22	4893660	19	24003	41	4917663
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	2	2001	1	8592	3	10593
Less:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	20	4891659	18	15411	38	4907070

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	20	4891659	14	307	34	4891966	99.69
Against	0	0	4	15104	4	15104	0.31
Total	20	4891659	18	15411	38	4907070	100



6. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme. (Special 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	22	4893660	19	24003	41	4917663
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	1	1	0	0	1	1
Less:	Number of Members & Votes Partially exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	21	4893659	19	24003	40	4917662

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	16	4868420	14	307	30	4868727	99.00
Against	5	25239	5	23696	10	48935	1.00
Total	21	4893659	19	24003	40	4917662	100



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

FRN: P1988DE002500

Peer Review Certificate No: 1428/2021

**Shashikant Tiwari**

Partner

Membership No: A28994

CP No. 13050

UDIN: A028994C000979350

Place: Delhi

Date: September 21, 2021

SAPNA
BHATIA

Digitally signed
by SAPNA
BHATIA
Date: 2021.09.21
15:51:22 +05'30'

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

SAPNA BHATIA
COMPANY SECRETARY