

**Scrutinizer's Report on remote e-Voting and e-Voting at the 38th
Annual General Meeting of Schneider Electric President Systems Limited**

The Chairman

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED
5C/I, KIADB Industrial Area,
Attibele, Bangalore- 562107
Karnataka

Date of Meeting: September 13, 2022

Day of Meeting: Tuesday

Time of Meeting: 03.30 P.M. (IST)

Dear Sir/Madam,

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 scrutinizing the remote e-Voting and e-Voting (hereinafter referred to as the "**Electronic Voting**") at the 38th Annual General Meeting ("**the Meeting/ AGM**") convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the resolutions set out in the notice of the Meeting dated May 31, 2022.

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020 02/2021,19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by Ministry of Corporate Affairs ("**MCA Circular**"), the Company has dispatched the Annual Report including Notice of the 38th AGM only through e-mail in compliance with the MCA circulars to those Members whose names appeared in the register of members of the Company as on Friday, August 05, 2022 and whose email IDs registered with the Company/Registrar and Transfer Agent ("**RTA**")/ Depository Participants ("**DPs**").The Company gave an additional facility to the members to register their e-mail ids with the RTA, Company or their DPs by giving newspaper advertisement dated August 14, 2022 in Financial Express (English), all editions and Kannada Prabha, Kannada Bangalore edition in terms of MCA Circulars. The Company had also given the newspaper advertisement dated August 23, 2022 in the above named newspapers as per rule 20 of Companies (Management and Administration) Rules, 2014, confirming on the completion of dispatch of Notice of AGM to the Shareholders.

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

The remote e-voting period commenced on Saturday, September 10, 2022 at 9:00 A.M. (IST) and ended on Monday, September 12, 2022 at 5:00 P.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.

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The members holding shares as at the close of business hours on Tuesday, September 06, 2022, ("**Cut-off Date**") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting, 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 September 13, 2022 at around 05:09 P.M. (IST) in the presence of two witnesses, Mr. Karan Kanojia R/o, 39-A Anand Vihar, Delhi -110092 and Mr. Rishab Kansal R/o A-1705, Flora Heritage, Greater Noida, Uttar Pradesh-201306, who are not in the employment of the Company.

The votes cast through electronic 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, rules made there-under and MCA Circulars relating to electronic voting on the resolutions contained in the Notice of the Meeting.

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

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, 2022 including audited Balance Sheet as at March 31, 2022, 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 AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	18	49,25,063	13	296	31	49,25,359

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	12	48,91,666	13	296	25	48,91,962	99.32
Against	6	33,397	0	0	6	33,397	0.68
Total	18	49,25,063	13	296	31	49,25,359	100



2. To re-appoint Mr. Srinivasa Narasimhan (DIN:08488167), who retires by rotation and being eligible, offers himself for re-appointment as Director. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	18	49,25,063	13	296	31	49,25,359

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	10	48,68,607	13	296	23	48,68,903	98.85
Against	8	56,456	0	0	8	56,456	1.15
Total	18	49,25,063	13	296	31	49,25,359	100



3. To consider appointment of Mr. Shivaprasad Srinivas (DIN: 09530278) as the Whole-Time Director of the Company in professional capacity effective from March 08, 2022. (Special Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	1	41	0	0	1	41
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	17	49,25,022	13	296	30	49,25,318

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	9	48,68,566	13	296	22	48,68,862	98.85
Against	8	56,456	0	0	8	56,456	1.15
Total	17	49,25,022	13	296	30	49,25,318	100



4. To consider appointment of Mr. Arnab Roy (DIN: 02522674) as a Non-Executive Director of the Company effective from April 01, 2022. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	18	49,25,063	13	296	31	49,25,359

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	10	48,68,607	13	296	23	48,68,903	98.85
Against	8	56,456	0	0	8	56,456	1.15
Total	18	49,25,063	13	296	31	49,25,359	100



5. To ratify the remuneration of cost auditors for the financial year ended March 31, 2023. (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	18	49,25,063	13	296	31	49,25,359

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	13	48,75,400	13	296	26	48,75,696	98.99
Against	5	49,663	0	0	5	49,663	1.01
Total	18	49,25,063	13	296	31	49,25,359	100



6. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) scheme. (Special Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	18	49,25,063	13	296	31	49,25,359
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	2	3834	0	0	2	3834
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	No. of Valid Votes Cast	16	49,21,229	13	296	29	49,21,525

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		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	9	48,68,566	13	296	22	48,68,862	98.93
Against	7	52,663	0	0	7	52,663	1.07
Total	16	49,21,229	13	296	29	49,21,525	100



2. The Chairman or any other person authorised by him may accordingly declare the results 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

Firm Registration No: P1988DE002500

Peer Review Certificate No: 1428/2021



Shashikant Tiwari
Partner

Membership No: F11919

CP No.13050

UDIN: F011919D000971119

Place: Delhi

Date: 14.09.2022

Counter-signed by:
For and on behalf of
Schneider Electric President Systems Limited

(Chairman / Company Secretary Authorised
by the Chairman of the Company)