

**Scrutinizer's Report on remote e-Voting and e-Voting at the 39<sup>th</sup>  
Annual General Meeting of Schneider Electric President Systems Limited**

**The Chairman****Schneider Electric President Systems Limited**

5C/1, KIADB Industrial Area  
Attibele NA Bangalore  
Bangalore Rural KA 562107 IN

Date of Meeting: September 21, 2023

Day of Meeting: Thursday

Time of Meeting: 03:30 P.M. (IST)

Dear Sir/Ma'am,

I, Shashikant Tiwari, Partner of 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 39<sup>th</sup> 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 June 20, 2023 ("**Notice**").

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively, issued by Ministry of Corporate Affairs ("**MCA Circulars**"), the Company has sent the Annual Report for financial year 2022-23 ("**Annual Report**") including the Notice of 39<sup>th</sup> AGM, through e-mail only to those Members only whose name appeared in the register of members of the Company as on August 18, 2023 and whose email IDs are 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, the Company or their DPs through pre-dispatch newspaper advertisements published on August 25, 2023, in the Business Standard (English Newspaper -all editions), and Kannada Prabha (Kannada Newspaper-Bengaluru) in terms of the Relevant Circulars.

The Company had also given the post-dispatch newspaper advertisements in the Financial Express (English Newspaper -all editions), and Kannada Prabha (Kannada Newspaper-Bengaluru) on August 30, 2023 as per Rule 20 of the Companies (Management and Administration) Rules, 2014, confirming the completion of dispatch of Annual Report and the Notice to the Shareholders.

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

The remote e-Voting period commenced on Monday, September 18, 2023, at 09:00 A.M. (IST) and ended on Wednesday, September 20, 2023 at 05:00 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 and till 15 minutes after the formal proceedings were closed.



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 Thursday, September 14, 2023, ("**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 for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the electronic voting was unblocked on September 21, 2023, around 5:22 P.M.(IST) in the presence of two witnesses, Mr. Karan Kanojia R/o, 39-A Anand Vihar, Delhi -110092 and Mr. Ankit Bansal R/o F 114, Subhash Chowk, Laxmi Nagar, New Delhi- 110092, 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 Relevant Circulars relating to electronic voting on the resolutions contained in the Notice.

My responsibility as scrutinizer for electronic voting 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 the consolidated report thereon.





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, 2023 including audited Balance Sheet as at March 31, 2023, 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:

	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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	22	4893945	9	9413	31	4903358	99.998
Against	1	100	0	0	1	100	0.002
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>

2. To approve, the re-appointment of Mr. Sachin Bhalla (DIN:07325708), 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:

	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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	20	4893045	9	9413	29	4902458	99.980
Against	3	1000	0	0	3	1000	0.020
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>

3. To approve, the re-appointment of Mr. Shivaprasad Srinivas (DIN: 09530278), who retires by rotation and being eligible, offers himself for re-appointment as Whole-Time Director (Professional capacity) and in this regard, if thought fit, to pass the following resolution as an 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	20	4893045	9	9413	29	4902458	99.980
Against	3	1000	0	0	3	1000	0.020
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>



4. To approve, the appointment of Ms. Chitra Sukumar (DIN:09814015) as a Non-Executive Director of the Company effective from January 01, 2023, and in this regard, to pass, the following Resolution as an 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	20	4893045	9	9413	29	4902458	99.980
Against	3	1000	0	0	3	1000	0.020
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>



5. To approve, the appointment of Mr. Subhrendu Sarkar (DIN:09813992) as a Non-Executive Director of the Company effective from January 01, 2023, and in this regard, to pass, the following Resolution as an 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	20	4893045	9	9413	29	4902458	99.980
Against	3	1000	0	0	3	1000	0.020
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>

6. To approve, the re-appointment of Mr. Ramakrishna Rajasekharan Nair (DIN:00202551) as Non-Executive Independent Director of the Company for a second term of five (5) consecutive years with effect from November 20, 2023, and in this regard, to pass, the following Resolution as a 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	19	4892945	9	9413	28	4902358	99.978
Against	4	1100	0	0	4	1100	0.022
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>



7. To approve the re-appointment of Mr. Ranjan Pant (DIN:00005410) as Non-Executive Independent Director of the Company for a second term of five (5) consecutive years with effect from December 17, 2023, and in this regard, to pass, the following Resolution as a 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	20	4893045	9	9413	29	4902458	99.980
Against	3	1000	0	0	3	1000	0.020
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>

8. To ratify the remuneration of cost auditors for the financial year ended March 31, 2024, and, in this regard, if thought fit, to pass the following resolution as an 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	23	4894045	9	9413	32	4903458
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
	<b>No. of Valid Votes Cast</b>	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>

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	21	4893145	9	9413	30	4902558	99.982
Against	2	900	0	0	2	900	0.018
Total	<b>23</b>	<b>4894045</b>	<b>9</b>	<b>9413</b>	<b>32</b>	<b>4903458</b>	<b>100.00</b>



1. The chairman or any other person authorised by him may accordingly declare the results thereof.
2. 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.
3. Based on the aforesaid results, the resolutions as mentioned above and, in the Notice have been passed with the requisite majority on Thursday, September 21, 2023.

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**  
**Company Secretaries**  
**Firm Registration No: -P1988DE002500**  
**Peer Review Certificate No: - 4186/2023**



Shashikant Tiwari  
Partner  
Membership No: F11919  
CP No.13050  
UDIN: F011919E001068249

Place: Delhi  
Date: September 23, 2023

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

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