

**SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED**

Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka  
CIN: U32109KA1984PLC079103, Phone:080 67888300,  
Website: www.schneiderelectricpresident.com; E-mail: priyanka.aggarwal@schneider-electric.com

**NOTICE**

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Schneider Electric President Systems Limited will be held on Tuesday, 19<sup>th</sup> September, 2017 at 11.00 A.M. at 5C/1, KIADB Industrial Area, Attibele, Bengaluru- 562107, Karnataka, to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rachna Mukherjee (DIN 06970986) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors for FY 2017-18 and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the appointment of M/s S.R Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No 101049W /E300004), be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company at a remuneration (exclusive of applicable Taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS**

4. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, the remuneration payable to M/s. Rao Murthy & Associates, Cost Accountants, (ICWA Registration No. 000065), who were appointed as the Cost Auditors of the Company by the Board of Directors for the conduct of the audit of the cost records of the Company for the Financial Year 2017-18 at a remuneration of Rs.1,10,000/-(Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.”
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to the necessary approval(s) if any, from the competent authorities, following alterations be made in the existing Memorandum of Association of the Company:
  - I. In the first line at page number 1 of the Memorandum of Association, the words “THE COMPANIES ACT, 1956” be substituted with “THE COMPANIES ACT, 2013”.
  - II. The words “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS” as mentioned in the heading of Clause III(B) of the Objects Clause of the Memorandum of Association be substituted with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”.
  - III. The Words “Companies Act, 1956” mentioned in the first line of sub-clause 25 of the Clause III(B) be and is hereby substituted with “The Companies Act, 2013”.
  - IV. The Words “Companies Act, 1956” mentioned in the second line of sub-clause 30 of the Clause III(B) be and is hereby substituted with “The Companies Act, 2013”.
  - V. The existing serial number of sub-clause 54A of Clause III(B) of Memorandum of Association of the Company be and is hereby substituted with the new serial number 55.
  - VI. The Clause III(B) of the Objects Clause of the Memorandum of Association be and is hereby altered by inserting following 39 sub-clauses after sub-clause 55 of Clause III(B):
    56. To purchase land and other constructed building to sell.
    57. To manufacture, sell and export hardware materials such as raw fittings and other house building materials.
    58. To carry on the business of running motor lorries, motor lines and routes as the Company may think fit and to transport passengers and goods and generally to do the business of common carriers.
    59. To carry on the business of merchants, garage proprietors, or livestock keepers, job masters, farmers dairy-men, importers and brokers of food, live and dead stock and foreign produce of all descriptions, perfumers, chemicals, laundries, reading, writing and newspaper rooms, libraries, ground and places of amusements, recreation sports, entertainment and instruction of all kinds, tobacco and cigar merchants, travel agents, bank mukadams for railways, shipping and airways and road transport contractors, companies or bodies and carries by land, water and air, barging, property and freight contractors forwarding agents, clearing agents, stevedores, ship chandlers, caterers and insurers of ship, crafts goods and other

- property, theatrical and opera box office owners, ship proprietors, cinema exhibitors, producers and distributors and merchants, and to carry on the business of swimming pools, playing of launches and boats.
60. To carry on the business as manufacturers of and dealers in all types of valves, pumps and engineering products of all types, machinery and machinery parts, spare parts, instrumentation and systems and machinery generally to import and export such items and/or to deal and trade in them.
  61. To carry on the business of manufacturers or dealers in calculating machine, computers, cleaners, sewing and printing machines, air-conditioning equipments, air- conditioners, refrigerators, coolers, ice-cream manufacturing machinery, typewriters and to maintain air-conditioned go downs for storage of goods.
  62. To manufacture and deal in refrigerators, coolants, ice manufacturers and heavy water, mineral water.
  63. To carry on business as merchants, traders, commission agents buying and selling agents, brokers, adatis, buyers, sellers, importers, exporters, dealers, collectors in India or elsewhere and to import, export, buy, sell, barter, extent, pledge, mortgage, advance upon.
  64. To carry on the business of manufacturers of or dealers in tractors, automobile, earth-moving equipment's internal combustion engines, boilers, locomotives and compressors.
  65. To manufacture and or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacture of various parts and components.
  66. To carry on the business of iron founders, makers of scientific industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel casting and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists iron and steel convertors, smiths, wood workers, builders, printers, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
  67. To carry on the business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances electric motors, fans, amps, furnaces, household appliances, batteries, cables wire lines, dry- cells, accumulators lamp and to manufacture and deal in all apparatus and things required or capable of being used in connection with the generation, distribution, supply accumulation, and employment of electricity, including in the terms electricity all powers that may be directly or indirectly there from or may be incidentally hereafter discovered in dealing with electricity.
  68. To carry on the trade or business of manufacturing, assembling, building, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire or distributing, or dealing in railway carriages, wagons, carts, vehicles, rolling stock and conveyance of all kinds, whether for plant and all machinery materials and things applicable or any of the things hereinbefore specified to coal proprietors railway and other companies and respectively whether belonging to this Company or not and selling, exchanging and otherwise dealing in the same respectively.
  69. To carry on the business of machinists, makers of machinery, manufacturers of pressed boards, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel convertors, metallurgists, smiths and wood workers, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, smiths, sandblast proprietors, consulting engineers, electrical engineers, asbestos manufacturers, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, black smiths, locksmiths, iron mongers, alloy makers, metal platers, wire weavers and to buy, sell, manufacture, repair, alter, let on hire and deal in plant, machinery, tools, implements, utensils, rolling stock and hardware of all kinds.
  70. To carry on business of suppliers and dealers in all types of machinery and intended for use in foundry and treatment of metals.
  71. To carry on the business of manufacturers of, dealers in glass products, including sheet and plate glass, optical glass, glass wool and laboratory ware.
  72. To carry on the business of manufacturers of, dealers in industrial machinery of all types, including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bulldozers, dumpers, scarpers, loaders, showels and drag lines and light engineering goods such as cycles and sewing machines and their components.
  73. To carry on the business of manufacturers of, dealers in ferrous or non-ferrous metals, including iron and steel, aluminium, brass, tin, nickel, special steels and their products.
  74. To carry on business as manufacturers, dealers, stockiest, importers and exporters of engineering, drawing sets, building hardware, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and other machinery, plant, equipment, articles, appliances, their components, parts, accessories and allied things.
  75. To carry on the business as manufacturers, dealers, stockiest, exporters and importers of tools, nuts, nails, rivets, hinges, hooks and all other hardware items of all types and description.
  76. To carry on business of manufacturers, dealers, stockiest of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression mouldings, steel products, automobile parts and spare parts and spares of all kinds of machinery.
  77. To carry on the business of iron founders, mechanical engineers, marine engineers, brass founders, iron and steel convertors, metallurgists, smiths and wood workers, iron masters, steel makers, blast furnaces proprietors, repairers,

boiler makers, smiths, sandblast proprietors, asbestos manufacturers, enamellers, electric and chromium platers, painters, tin smiths, lock smiths, wire weavers, consulting engineers and electrical engineers.

78. To carry on business as manufacturers, stockiest, importers, exporters, repairers and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, coolers engines, guns, process insulating materials and generally electrical plant, appliances and supplies of every description.
79. To carry on business as dealers, stockiest, importers and exporters of general goods, suppliers, commission agents, and clearing and forwarding agents, to carry on all or any of the businesses of wholesale and retail in all kinds of merchandise such as textile yarn, steel, spices, dry-fruits, chemicals, dyes and chemicals, grains.
80. To carry on business as manufacturers of or dealers in, or as stockiest, importers and exporters of packaging materials, cartons, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polythene rubber, metal foils, gelatin, tin, flexible, treated, laminated or other materials.
81. To carry on business as manufacturers of or dealers in or as stockiest, importers and exporters of bottles, jars, fibers, boxes, corrugated containers, aluminum foils of all types, wooden drums, packing cases, rods, wires ropes, strips, conductors, equipment required for generation distribution and transmission of electric energy cables, motors fans, lamps, furnaces batteries, accumulators.
82. To acquire by concessions, grant, purchase, barter, lease, license or otherwise sell either absolutely or conditionally and either solely or jointly with other, any houses lands, farms, water-rights, way leaves, privileges, rights and hereditament and other moveable and immoveable property of any description, in India or elsewhere.
83. To carry on the business as manufacturers of or dealers in or as stockiest, importers and exporters of audio meters, hearing aids, surgical instruments including artery forceps, retractors, hooks, polythene tubing's, suction tubes, suction cannulas, operating surgical microscopes, electrony stenographic equipment including photo electric cell apparatus, bronchoscopes, resophagescopes, laryngoscope apparatus for micro laryngeal surgery, cauterization apparatus and/or ficial narcs stipulation.
84. To act as executors, administrators, attorneys, nominees and agents and to exercise all the Power of custodian and trust corporations.
85. To take on lease exchange or otherwise deal in lands, buildings, hereditaments of any tenure of freehold for residential or business purposes.
86. To acquire, hold or deal in stocks, shares, debentures, securities.
87. To procure or develop and supply patents, inventions, models, designs, scientific or industrial formulae or processes.
88. To procure, develop and supply technical know-how for the manufacture or processing of goods, materials or in installation or erection of machinery or plant for such manufacture or processing, or in the working of mines, oil wells or other sources of mineral deposits, or in search for discovery or testing of mineral deposits, or in carrying out any operation, relating to agriculture, animal husbandry, dairy or poultry farming forestry or fishing or rendering services in connection with the provision of such technical know-how.
89. To carry on the profession of consultants on management, taxation, financial, employment, engineering, industrial and technical matters to industry and business of and to act as employment agents, to carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.
90. To undertake or arrange for the writing and publication of books, magazines, journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, banking, insurance, investments, taxation, finance, economic, law and other subjects.
91. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.
92. To sell, buy or contract for the purchase or sale of raw materials and manufactured or partly manufactured goods and dyes, chemicals, liquids, pastes, powders and things necessary or useful for dyeing, printing, combing, bleaching, pressing, spinning, weaving and manufacturing purposes and required during the business of the Company.
93. To carry on the business of exporters and importers and to sell, purchase, export, prepare for market and otherwise deal in all kinds of merchandise, articles and things produced by the Company.
94. To manufacture and acquire dyes, chemicals and auxiliaries and to sell it in the local market and also to export."

VII. Whole of the other objects for which the Company is established as mentioned in Clause III(C) of the Objects Clause of the Memorandum of Association starting from 55 to 134 be and is hereby deleted.

VIII. The existing Clause IV of the Liability Clause of Memorandum of Association of the Company be and is hereby substituted with the following:

"The Liability of the Members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution.”

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2016-17.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modification(s), suspend, withdraw or revive the Scheme as suggested by Schneider Electric SE, France, from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person(s) who are/will be in the employment of the Company including Managing Director, Whole-time Director(s), Executive Director(s), Key Managerial Personnel of the Company and to approve such number of shares and at such price, in such manner, during such period in one or more tranches as it may deem fit under the Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any Committee of Directors of the Company or to any officer of the Company to give effect to this Resolution and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt, whatsoever, as may arise with respect to the Scheme.”

Place: Gurugram  
Date: 03<sup>rd</sup> August, 2017

**By Order of the Board of Directors  
For Schneider Electric President Systems Limited**

Registered Office: Plot 5C/1,  
KIADB Industrial Area, Attibele,  
Bengaluru -562107, Karnataka

**Priyanka Aggarwal**  
Company Secretary  
ACS: 29587  
Address: B-64, 7<sup>th</sup> Floor, Eden Tower, Plot No. 20, Sector-5,  
Dwarka-110075, New Delhi

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at items 4 to 7 of the Notice as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13<sup>th</sup> September, 2017 to Tuesday, 19<sup>th</sup> September, 2017 (both days inclusive).
4. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.
5. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding Section 205A of the Companies Act, 1956), unclaimed dividend for the Financial Year ended 31<sup>st</sup> March, 2009 was transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.
6. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.
7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the Attendance Slip to the Meeting duly filled in, for attending the Meeting.
8. Members, who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agents for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
9. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

10. All documents, transfers and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

Universal Capital Securities Private Limited  
21, Shakil Nivas, Mahakali Caves Road, Andheri (E) Mumbai 400 093  
Telephone: +91-22-28207203-05 Fax: +91- 22-28207207  
E-mail: [karlekar@unisec.in](mailto:karlekar@unisec.in)

Contact Person: Mr. Rajesh Karlekar/ Mr. Ravi Utekar

11. Details in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for her re-appointment.
12. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2016-17 is being sent to them in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and NSDL e-voting website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company Secretary at email id: [priyanka.aggarwal@schneider-electric.com](mailto:priyanka.aggarwal@schneider-electric.com)
14. Voting through Electronic Means- Remote E-Voting
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company is pleased to provide Members with a facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
  - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 16th September, 2017 (9.00 A.M.) and ends on 18th September, 2017 (5.00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 12<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - V. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e. 12<sup>th</sup> September, 2017 can obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - VI. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 12<sup>th</sup> September, 2017 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.
  - VII. The instructions for remote e-voting are as under:
    - A. Members whose shareholding is in the Dematerialization form and whose email address are registered with the Company/ Depository Participants will receive an email from NSDL informing user ID and Password:
      1. Open email and open PDF file viz; "Schneider remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
      3. Click on Shareholder – Login
      4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
      5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      6. Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
      7. Select "EVEN" of Schneider Electric President Systems Limited.

8. Now you are ready for e-voting as Cast Vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote cast successfully" will be displayed.
  11. Once you have voted on the resolution, you will not be allowed to modify your vote.
  12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to biswajit@adyanta.co.in with a copy marked to evoting@nsdl.co.in
- B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:
1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM.  
EVEN (Remote E Voting Event Number) USER ID PASSWORD/PIN
  2. Please follow all steps from instructions 2 to 12 of A above to cast vote.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no. 1800-222-990.
- IX. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on the site to reset the password.
- X. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- XI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XII. The voting rights of Members shall be in proportion to their shares of the Paid-Up equity share capital of the Company as on the cut-off date i.e. 12th September, 2017.
- XIII. Mr. Biswajit Ghosh, Practicing Company Secretary (FCS 8750 and CP 8239) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XVI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and on the website of NSDL immediately after declaration of results.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
  16. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.
  17. **Members who have not registered/updated their e-mail addresses with Universal Capital Securities Private Limited, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business at Items 4 to 7 of the accompanying Notice.

**Resolution No. 4**

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

Accordingly, the Board on the recommendation of the Audit Committee has approved the appointment of M/s. Rao Murthy & Associates, Cost Accountants, (ICWA Registration No. 000065) as Cost Auditors to conduct the audit of Cost records of the Company for the financial year 2017-18, at a remuneration of Rs.1,10,000 (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

**Resolution No. 5**

In order to align the existing Memorandum of Association of the Company as per the Companies Act, 2013, the Board of Directors, at their meeting held on 03rd August, 2017, has approved the alteration in Memorandum of Association subject to the approval of the shareholders.

The draft of the amended Memorandum of Association proposed for approval, is available on the website of the Company i.e. [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

**Resolution No.6**

In order to align the existing Articles of Association of the Company as per the Companies Act, 2013, the Board of Directors, at their meeting held on 03<sup>rd</sup> August, 2017, has approved the alteration in Articles of Association subject to approval of the shareholders.

Accordingly, the draft of the new set of Articles proposed for approval is available on the website of the Company i.e. [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and also available for inspection by the shareholders of the Company during normal business hours at the Registered Office of the Company and copies thereof shall also be made available at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

**Resolution No. 7**

Schneider Electric, at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) whereby employees of the Schneider Group have the option to subscribe the shares of Schneider Electric SE, France ("SE France") as employees of the group company.

The Scheme is available in 32 Countries, covering approximately 1,21,000 employees of Schneider Electric. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of our company in the hands of its employees so as to inculcate a sense of participation in the fortunes of the Company.

SE France is Ultimate Holding Company of your Company. Accordingly, employees of your Company are also entitled to subscribe shares of SE France.

Pursuant to Section 67 of the Companies Act, 2013, no public company shall give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with, a purchase

or subscription made or to be made, by any person of or for any shares in the company or in its holding company unless the same is approved by the Company through a special resolution.

Under the Scheme, since the employer makes a matching contribution up to a limit, the net gains to the employees are expected to be positive, subject to unforeseen circumstances. This scheme has been found to be very effective for retention of key talent and hence will benefit the Company.

The full scheme is available for inspection by the members at the Registered Office of the Company and on its website.

None of the Directors, Key Managerial Personnel except Mr. Damodar Kalavala and Ms. Priyanka Aggarwal of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

Place: Gurugram  
Date: 03<sup>rd</sup> August, 2017

**By Order of the Board of Directors  
For Schneider Electric President Systems Limited**

Registered Office: Plot 5C/1,  
KIADB Industrial Area, Attibele,  
Bengaluru -562107, Karnataka

**Priyanka Aggarwal**  
Company Secretary  
ACS: 29587  
Address: B-64, 7<sup>th</sup> Floor, Eden Tower, Plot No. 20, Sector-5,  
Dwarka-110075, New Delhi

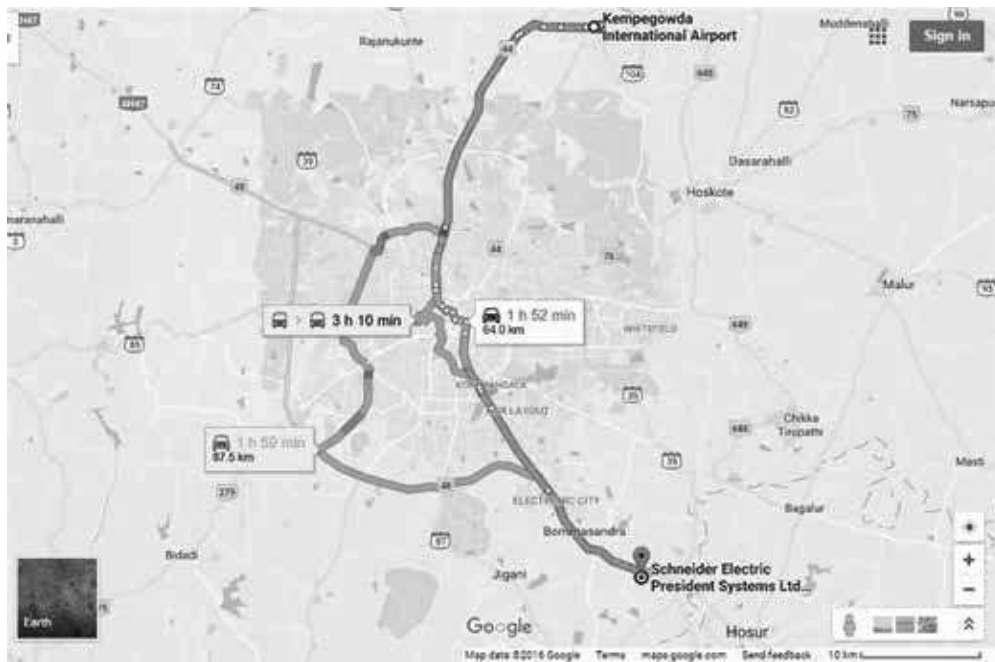
**Details of Director seeking re-appointment in the forthcoming Annual General Meeting**

Name of Director	Ms. Rachna Mukherjee
Date of Birth	30/11/1962
Date of Appointment	11/02/2015
Qualification	Electronics & Electrical Engineer
Expertise in specific functional area	Expert in areas of Talent Acquisition Management Career/Succession Planning, Organization Capability and Change Management, Leadership Development, Employee Engagement, Compensation, Organization Design etc. She also has rich experience in managing HR Operations
List of Companies in which Directorship is held	Schneider Electric India Private Limited.
Chairman/Member of the Committee (s) of Board of Directors of Other Companies	Member of Corporate Social Responsibility and Prevention of Sexual Harassment Committee in Schneider Electric India Private Limited
Committee Membership if any in Schneider Electric President Systems Limited	Member of Nomination and Remuneration Committee
No. of Shares held in the Company	NIL



**Route Map to the Venue of the Annual General Meeting:**

**From Kempegowda International Airport to Registered office Attibele Industrial Area**



**From Kempegowda Bus Station/ Majestic to Registered office Attibele Industrial Area**

