

APW PRESIDENT SYSTEMS LIMITED

(Under process for change of name to SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED as approved by Members in their Annual General Meeting held on 27.09.2013)

303, New India Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai 400 093.



POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered :
Address of the Sole/First
named Shareholder

2. Name(s) of the :
Joint holder(s), (if any)

3. Registered Folio No./ :
DP ID No. & Client ID*
**(Applicable to Shareholders holding
shares in dematerialized form)*

4. Number of Shares Held :

I/We hereby exercise my/our votes in respect of the Special Resolutions in the Notice dated 27th September 2013 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	Type of Resolution	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Special Resolution under Section 17 read with section 146(2) and section 192A of the Companies Act, 1956 for shifting of Registered office from State of Maharashtra, Registrar of Companies Mumbai to State of Karnataka, Registrar of Companies Bengaluru.	Special			

E-mail ID :

Place :

Date :

Signature of the Shareholder(s)

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH.
NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF**

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached stamped self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the shareholder, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on 11th November 2013. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the shareholder has not been received.
3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. Unsigned Postal Ballot Form will be rejected.
7. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. A member may request for duplicate Postal Ballot Form, if so required by writing to Corporate Office at c/o Schneider Electric, Marwah House, 2nd Floor, Krishanlal Marwah Marg, Sakinaka, Andheri (East), Mumbai - 400072. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on 11th November 2013.
9. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.
10. The exercise of vote through Postal Ballot is not permitted through a proxy.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on 10th October 2013 (i.e. date of dispatch).
12. The Scrutinizer's decision on the validity of the Postal ballot Form would be final.
13. The date of declaration of results of the postal ballot (i.e. 12th November 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

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NOTICE OF POSTAL BALLOT

Notice pursuant to Section 192A(2) of the Companies Act, 1956

To the Members of the Company,

Notice is hereby given that the Special Resolutions set out below are proposed to be passed through Postal Ballot in accordance with Section 192A of the Companies Act, 1956 ('the Act') read with the Rules made thereunder, the Board of Directors of the Company ('the Board') proposes the same for the approval by Members by means of voting by means of Postal Ballot.

An Explanatory Statement pursuant to Section 173(2) of the Act setting out all material facts relating to the Resolution is annexed hereto alongwith a Postal Ballot Form for consideration of Members.

The Board has appointed Mr. Abbas Lakdawalla, Practicing Company Secretary, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other Form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 11th November 2013. Responses received from Members after 11th November 2013 shall be treated as if no response is received in terms of Rule 5(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. Members are therefore requested to send the duly completed Postal Ballot Forms well before 11th November 2013 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 12th November 2013.

1. To consider and, if thought fit, to pass the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 17 read with section 146(2) and section 192A and other applicable provisions, if any of the Companies Act, 1956 and subject to the confirmation of the Regional Director and subject to other legislation, rules and guidelines as may be necessary and applicable and subject to such consents and approvals as may be required the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from the State of Maharashtra, Mumbai to State of Karnataka, Bengaluru."

"RESOLVED FURTHER THAT the clause II of the Memorandum of Association of the Company be and is hereby altered by substituting the following;

II. The Registered Office of the Company shall be situated in the State of Karnataka, within the jurisdiction of Registrar of Companies, Bengaluru."

"RESOLVED FURTHER THAT Mr. Swaminathan Venkatraman Managing Director and Mr. K. K Bhavsar, Company Secretary be and are hereby either jointly or severally authorised to file the Petition before the Regional Director, Western Region under section 17 of the Companies, Act, 1956 and making an application to the Stock Exchange if required for confirmation of the change in the Registered Office of the Company from State of Maharashtra, Registrar of Companies Mumbai to State of Karnataka, Registrar of Companies Bengaluru."

"RESOLVED FURTHER THAT for the purpose of giving effect to change of Registered Office from Mumbai to Bengaluru, Mr. Swaminathan Venkatraman Managing Director and Mr. K. K Bhavsar, Company Secretary be and are hereby authorized jointly and severally to take all necessary steps, including but not limited to, filling an application(s), to sign all letters, Notices, Affidavits and all related documents including Creditor's Notice and to enter in to any documentation to give effect to this resolution and to give such directions as may be necessary to settle any questions or difficulty which may arise in regard thereto in such manner and to do such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution."

By Order of the Board of Directors

(K. K. Bhavsar)
Company Secretary

Place : Mumbai, 27th September, 2013

Registered Office:
303, New India Industrial Estate,
Off Mahakali Caves Road,
Andheri (East), Mumbai - 400093

P.T.O.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 1:

The Board of Directors of the Company had, at its meeting held on 27th September 2013 has decided to shift the Registered Office of the Company from State of Maharashtra, Registrar of Companies Mumbai to State of Karnataka, Registrar of Companies Bengaluru due to the change in management of the Company.

As per section 17 and 146(2) of the Companies Act, 1956 the Registered Office of the Company may be shifted outside the local limits of any city, town or village on the authority of the Special Resolution passed by the Company and subject to confirmation by the Regional Director therefore, it become necessary to seek consent by way of Special Resolution to give effect to such provision.

Your Board of Directors recommend to pass the above resolution through postal ballot process as per the provisions of section 192A of the Act read with the Companies [Passing of Resolution by Postal Ballot] Rules.

Draft amended copy of the Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours till the close of the postal ballot process.

None of the Director of the Company has any interest or concern in the resolution except as members of the Company.

By Order of the Board of Directors

(K. K. Bhavsar)
Company Secretary

Place : Mumbai, 27th September, 2013

Registered Office:
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Off Mahakali Caves Road,
Andheri (East), Mumbai - 400093