

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

CIN: U32109KA1984PLC079103

Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka

Phone: 080 67888300

Website: www.schneiderelectricpresident.com; E-mail: urvashi.bhatia@se.com

NOTICE

NOTICE is hereby given that the Thirty-Sixth (36th) Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric President Systems Limited (“**Company**”) will be held on Friday, September 18, 2020 at 03:30 P.M. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020, 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**:
“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020, 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 laid before this Meeting, be and are hereby received, considered and adopted.”
2. To appoint Ms. Rachna Mukherjee (DIN: 06970986), who retires by rotation and being eligible, offers herself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Rachna Mukherjee (DIN: 06970986), who retires by rotation at this Meeting, being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To consider the appointment of Mr. Srinivasa Narasimhan (DIN: 08488167) as a Non-Executive Director of the Company and, in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Srinivasa Narasimhan (DIN: 08488167), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from March 03, 2020 in terms of provisions of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”
4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and, in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2021 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

Date: July 20, 2020
Place: New Delhi

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

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

Urvashi Bhatia
Company Secretary
ACS: 40858

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business(es) under Item Nos. 3 & 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on July 20, 2020 considered that the special business(es) under Item Nos. 3 & 4, being unavoidable, be transacted at the 36th Annual General Meeting ("36th AGM") of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 36th AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**
 - a. In view of the current extraordinary circumstances due to the massive outbreak of COVID-19 pandemic prevailing in the country requiring social distancing, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meetings through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue.
Accordingly, this 36th AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder and MCA Circulars and hence, Members can attend and participate in 36th AGM through VC/ OAVM Facility being provided by the Company.
 - b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 36th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM Facility and e-Voting during the 36th AGM.
 - c. Members attending the 36th AGM electronically through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - d. The deemed venue for the 36th AGM shall be the Registered Office of the Company at 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka.
 - e. KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM Facility and e-Voting during the 36th AGM.
 - f. The 36th AGM conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the 36th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 03:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 36th AGM on Friday, September 18, 2020.
 - g. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 36th AGM without any restriction on account of first-come-first-serve principle.
 - h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business(es) to be transacted at the 36th AGM and facility for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.
 - i. In compliance with the aforesaid MCA Circulars, Notice of the 36th AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 14, 2020, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the 36th AGM and Annual Report 2019-2020 to the Members of the Company.
In line with the MCA Circulars, the Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website at www.schneiderelectricpresident.com and on the website of KFintech, i.e. <http://evoting.karvy.com>.
 - j. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
3. **PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:**
 - a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 36th AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company urvashi.bhatia@se.com or Registrar & Share Transfer Agents, Universal Capital Securities Private Limited (RTA) at karlekar@unisec.in.
 - b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company at urvashi.bhatia@se.com or RTA at karlekar@unisec.in.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 36TH AGM ARE AS UNDER:

- a. Upon declaration by the Chairman about the commencement of e-Voting at 36th AGM, Members shall click on the thumb sign on the left bottom corner of the video screen for voting at the 36th AGM, which will take them to the “Instapoll” page.
- b. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c. Only those Members, who will be present in the 36th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 36th AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the 36th AGM may also participate in the 36th AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
- e. Members who need technical assistance before or during the 36th AGM, can contact KFintech at evoting@karvy.com or helpline at 1800 345 4001 (toll free).

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 36TH AGM THROUGH VC/OAVM FACILITY ARE AS UNDER:

- a. Members will be provided with a facility to attend the 36th AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the shareholders/members login by using the remote e-voting credentials. The link for 36th AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- b. Please note that the Members who have forgotten the User ID and Password may retrieve the same by clicking on forgot Password option and create new password.
- c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
- e. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f. Members, who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the 36th AGM, during the 36th AGM will have to visit <https://emeetings.kfintech.com/> and click on “**Post your Questions**” or register themselves as Speaker by clicking on “**Speaker Registration**” by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting question shall be available from Tuesday, September 15, 2020 from 9:00 a.m. (IST) till Thursday, September 17, 2020 upto 5:00 pm. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting.
- g. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 36th AGM through VC/OAVM Facility.

6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- a) The remote e-Voting will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Tuesday, September 15, 2020
End of remote e-Voting	Upto 5:00 p.m. (IST) on Thursday, September 17, 2020

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFintech upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- b) Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Saturday, September 12, 2020, i.e. the “Cut-off Date”** shall only be entitled to avail the facility of remote e-voting and e-voting at the 36th AGM. Any person who is not a member on the Cut-off Date should treat the Notice for information purposes only.
- c) The details of the **process and manner for remote e-Voting** are explained herein below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric President Systems Limited.

- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rupesh@cacsindia.com with a copy marked to evoting@karvy.com and may also upload the same in the e-voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off Date**.
 - b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of Notice of 36th AGM and holds shares as of the **Cut-off Date** can obtain the login ID and password by sending a request at evoting@karvy.com or urvashi.bhatia@se.com. However, if you are already registered with KFintech for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **Cut-off Date** only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
 - d. Mr. Rupesh Aggarwal (ACS 16302 and CP 5673), failing him Mr. Shashikant Tiwari (ACS 28994 and CP 13050), Practicing Company Secretaries from M/s Chandrasekaran Associates have been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 - e. During the 36th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at 36th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the Resolutions as set out in the Notice of the 36th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 36th AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the 36th AGM, first download the votes cast at the 36th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 36th AGM, who shall then countersign and declare the Result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.schneiderelectricpresident.com and on the website of KFintech at <https://evoting.karvy.com> / immediately after the declaration of Results by the Chairman or a person authorized by him.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 12, 2020 to Friday, September 18, 2020 (both days inclusive).
 9. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 36th AGM.
 10. The relevant information regarding particulars of Directors seeking appointment/re-appointment in terms of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India [SS-2] are annexed as **Annexure- I** to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules made thereunder.
 11. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

13. Appeal to Shareholders:

DEMAT

- Pursuant to Ministry of Corporate Affairs (MCA) notification dated September 10, 2018 effective from October 02, 2018, transfer of shares in physical mode is prohibited and mandates holding of shares in demat except in case of transmission or transposition. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.

REGISTRATION OF NOMINATION AND BANK MANDATE

- Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

ELECTRONIC COMMUNICATION

- All notices, financial statements, annual report etc. can be sent to the Members electronically as notified in the Act and Rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

GENERAL REQUEST

- At regular intervals, verify the address and bank details updated with RTA or DP and intimate the changes, if any pertaining to name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;
 - Do not share your demat account login and password and retain the relevant instruction slips in safe custody;
 - Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.
14. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
15. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at urvashi.bhatia@se.com.
16. The Company has transferred total Equity Shares i.e. 20,758 of Rs.10/- each in respect of which dividend has not been claimed by the Members to the DEMAT Account of the Investors Education and Protection Fund (IEPF). The details of records are as under.

FY 2008-09		
SHARES HELD	NO. OF RECORDS	NO. OF SHARES
NSDL	1	1
CDSL	3	173
PHYSICAL FORM	38	11367
TOTAL	42	11541

FY 2009-10		
SHARES HELD	NO. OF RECORDS	NO. OF SHARES
NSDL	8	976
CDSL	1	1
PHYSICAL FORM	26	8240
TOTAL	35	9217

However, Member can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account, by making an application in Form IEPF-5 online on the website www.iepf.gov.in and by complying with requisite procedure as per the provisions of the law.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

The following Statement sets out all material facts relating to the Special Business(es) mentioned in the Notice:

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have appointed Mr. Srinivasa Narasimhan (DIN: 08488167) as an Additional Director in the capacity of Non-Executive Director of the Company with effect from March 03, 2020, liable to retire by rotation.

As an Additional Director, Mr. Narasimhan holds office till the date of this 36th AGM and is eligible for being appointed as a Non-Executive Director.

Mr. Srinivasa Narasimhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given necessary disclosures and consent for his appointment as Director of the Company.

Mr. Srinivasa Narasimhan has over 20 years of Leadership Experience in Various Multinationals both within & Outside India. He is an ACCA from Association of Chartered Certified Accountants, UK & CMA from the Institute of Cost Accountants of India. He has also recently earned the certificate of Transforming Leadership from INSEAD Business School in Paris.

He is currently working with the Schneider Group as Chief Financial Officer for one of the group companies, namely Schneider Electric IT Business India Private Limited & partners the Vice President Secure Power Business. Prior to his current employment with Schneider, he has done varied roles with Companies like Coca Cola, Indus League & Arvind Mills. Having worked across Multiple Geographies, he has been instrumental in setting up of New Business Models & Systems in the US, Norway, Canada & Singapore during his earlier stint with Coca Cola. His Diverse roles include Driving Transformational Projects, Business Decision Support, setting up of Processes & Systems in New Businesses / Startups & Implementing Business Strategies.

Your Board believes that induction of Mr. Narasimhan on the Board will support in broadening the overall expertise of the Board.

Details pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is attached as **Annexure-I**.

Except, Mr. Narasimhan, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 36th AGM.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

ITEM NO. 4

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on July 20, 2020 approved the appointment of M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065) as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2020-2021 at a remuneration of Rs.1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of the 36th AGM, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the proposed resolution.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

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

Date: July 20, 2020
Place: New Delhi

Urvashi Bhatia
Company Secretary
ACS: 40858

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

Annexure I

Information of Director(s) seeking appointment/re-appointment at this 36th AGM of the Company, in accordance with the Companies Act, 2013 and Secretarial Standards, issued by the Institute of Company Secretaries of India, as on the date of Notice.

Name of Directors / Particulars	Ms. Rachna Mukherjee	Mr. Srinivasa Narasimhan
Director Identification Number (DIN)	06970986	08488167
Date of Birth (Age in Years)	November 30, 1962 (57 years)	March 30, 1973 (47 years)
Date of First Appointment	February 11, 2015	March 03, 2020
Expertise in specific functional area	Expertise in managing Human Resource (HR) Functions covering all of HR disciplines such as Talent Acquisition, Succession Planning, Leadership Development, Employee Engagement, compensation and benefits, Organization Designing.	Expertise in Driving Transformational Projects, Business Decision Support, setting up of Processes & Systems in New Businesses/ Start-ups & Strategy Planning & Deployment.
Qualifications	Electronics & Electrical Engineer, Certified Executive and Life Coach from International Coach Federation	ACCA from Association of Chartered Certified Accountants, UK & CMA from the Institute of Cost Accountants of India
Experience	30 years	20 years
List of Companies in which Directorship is held	Schneider Electric India Private Limited	Schneider Electric IT Business India Private Limited
Chairman/Member of Committee (s) of Board of Directors of Other Companies	Schneider Electric India Private Limited Member - Corporate Social Responsibility	Nil
No. of Shares held in the Company	NIL	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and statement pursuant to section 102 of the Companies Act, 2013.	
Remuneration sought to be paid/ last drawn	NIL	NIL
Number of Meetings of Board attended during the year	4	1*

*Mr. Srinivasa Narasimhan was appointed as Non-Executive Director at the Board meeting held on March 3, 2020 which was attended by him in his capacity as Director, after his appointment.