

**Date:** April 19, 2024

**SEPSL/Listing/2024-25/03**

**The Manager-Listing**

**Metropolitan Stock Exchange of India Limited**

205A, 2<sup>nd</sup> Floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road,  
Kurla (West), Mumbai-400070

**ISIN:** INE155D01018

**Symbol:** SELECTRIC

Dear Sir,

**Sub: Intimation- Postal Ballot Voting Result**

In reference to our previous communication vide letter reference no. SEPSL/Listing/2023-24/13 dated March 18, 2024, regarding submission of the Notice of Postal Ballot dated March 13, 2024 ("Postal Ballot Notice"), it is hereby informed that the Resolution (Special/Ordinary) for the following matters as contained in the Postal Ballot Notice have been passed by the members with requisite majority:

1. Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares, and grant of employer's matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024 ("2024 WESOP");
2. Approval for an appointment of Mr. Subhrendu Sarkar (DIN:09813992), as a Whole- Time Director and payment of remuneration;
3. Approval for an appointment of Mr. Prabhu Praveen Das (DIN:10547092) as a Non-Executive (Non-Independent) Director of the Company;
4. Approval of material related party transaction(s) between the Company and Schneider Electric India Private Limited (India);
5. Approval for material related party transaction(s) between the Company and Schneider Electric IT Business India Private Limited (India);
6. Approval for material related party transaction(s) between the Company and Schneider Electric Mexico S.A DE C.V (Mexico),(Ordinary Resolution); and
7. Approval for material related party transaction(s) between the Company and Schneider Electric Asia Pte. Ltd. (Singapore) (Ordinary Resolution).

The aforesaid resolutions have been deemed to be passed on the last date of e-voting i.e. on Wednesday, April 17, 2024.

**Schneider Electric President Systems Limited**

**Corporate Office :** Innovare, Bearys Global Research Triangle,  
Sy.No 63/3B, Gorvigere Village, Bidarahalli Hobli,  
Bengaluru East Taluk, Whitefield Hoskote Road,  
Bengaluru – 560 115, Ph : +91 80 4554 0000

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

Ph: +91 80 6788 8300, Email: info@schneiderelectricpresident.com

CIN :L32109KA1984PLC079103

[Schneiderelectricpresident.com](https://schneiderelectricpresident.com)

In this regard, please find enclosed the following:

1. Profile of Mr. Subhrendu Sarkar and Mr. Prabhu Praveen Das-Annexure I
2. Voting results pursuant to Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Annexure II
3. Scrutinizer's Report dated April 19, 2024 -Annexure III

*Further, we are hereby inform that we are unable to validate Voting Results xbrl utility due to technical glitch and the same shall be submitted in due course post receipt of resolution from the Exchange.*

We request you to kindly take the above information on record.

The same will be made available on the Company's website at <https://schneiderelectricpresident.com/>

Thanking You!

Yours Sincerely,

**For Schneider Electric President Systems Limited**

**Sapna Bhatia**  
**Company Secretary**

Encl: As above

CC:

1. National Securities Depository Limited  
4<sup>th</sup> Floor, A wing, Trade World,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400 013, Maharashtra
2. Central Depository Services (India) Ltd.  
25<sup>th</sup> Floor, Marathon Futurex, N M Joshi Marg,  
Lower Parel (East), Lower Parel Mumbai – 400013  
Maharashtra

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## Annexure-I

### 1. Brief Profile of Mr. Subhrendu Sarkar

Mr. Subhrendu Sarkar is professional with over 19 years of Leadership Experience in assorted finance streams. He is a Chartered Accountant by profession and has done Master's in commerce from Kolkata University.

He has been associated with Schneider Electric India since January 2013 and held various positions in Finance. Currently he is holding the position of Whole-Time Director and Chief Financial Officer (KMP) in the Company. Prior to his employment with Schneider, he was associated with Companies General Motors and GE Healthcare.

Having worked across Multiple Geographies, he also has cross industry experience like Manufacturing, Healthcare & Automobiles. He has Known for enabling & partnering Equity performance & Transformation, Leading Transformation for finance operating model & streamlining processes through Digitization, Driving Efficiency.

### 2. Profile of Mr. Prabhu Praveen Das

Mr. Prabhu Praveen Das is a Manufacturing and Supply Chain professional with 29 years of experience with 24 years in Schneider Electric handling diverse roles in Supply Chain operations based out of India. In his previous roles, he was associated with Wipro GE Médicals India Pvt Ltd and Motorola India Pvt Ltd and handled various Manufacturing and Service operations.

Mr. Das holds National Apprenticeship Certificate in Electronics and Communication (3 years Industrial Training and Certification) and Executive General Management Programme Certification from IIM-Bangalore.

### **Schneider Electric President Systems Limited**

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Bengaluru East Taluk, Whitefield Hoskote Road,  
Bengaluru – 560 115, Ph : +91 80 4554 0000

**Regd. Office :** 5C/1, KIADB Industrial Area, Attibele, Bengaluru - 562107  
Ph: +91 80 6788 8300, Email: info@schneiderelectricpresident.com  
CIN :L32109KA1984PLC079103

Schneiderelectricpresident.com

## Annexure -II

### Schneider Electric President Systems Limited Postal Ballot E-Voting Results

Disclosure of voting results by the listed entities in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|  |           |
|--|-----------|
| Date of Notice of Postal Ballot                                      | 13-Mar-24 |
| Date of commencement of e-voting                                     | 19-Mar-24 |
| Date of closing of e-voting  | 17-Apr-24 |
| Total number of shareholders as on the Cut-off date, i.e. 08-03-2024 | 1783      |
| No. of shareholders cast their votes through electronic mode         | 41        |
| Promoter & Promoter Group  | 1         |
| Public   | 1782      |

| Resolution No.1: Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares, and grant of employer's matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024 ("2024 WESOP") |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)   |                               | Special Resolution |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?   |                               | No                 |                     |   |                          |                        |                                      |                                    |                     |
| Category  | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|   |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group   | E-Voting                      | 4493086            | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 4493086            | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
| Public- Institutions  | E-Voting                      |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions  | E-Voting                      |                    | 402673              | 26.15                                   | 296234                   | 106439                 | 73.57                                | 26.43                              | 0                   |
|   | Poll                          | 1540068            | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 1540068            | 402673              | 26.15                                   | 296234                   | 106439                 | 73.57                                | 26.43                              | 0                   |
| Total   |                               | 6048000            | 4895759             | 80.95                                   | 4789320                  | 106439                 | 97.83                                | 2.17                               | 0                   |

| Resolution No.2: To consider and approve appointment of Mr. Subhrendu Sarkar (DIN:09813992), as a Whole- Time Director and payment of remuneration |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)  | Ordinary Resolution           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?  | No                            |                    |                     |   |                          |                        |                                      |                                    |                     |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group  | E-Voting                      | 4493086            | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 4493086            | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
| Public- Institutions   | E-Voting                      | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions   | E-Voting                      | 1540068            | 402673              | 26.15                                   | 296352                   | 106321                 | 73.60                                | 26.40                              | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 1540068            | 402673              | 26.15                                   | 296352                   | 106321                 | 73.60                                | 26.40                              | 0                   |
| Total  | Total                         | 6048000            | 4895759             | 80.95                                   | 4789438                  | 106321                 | 97.83                                | 2.17                               | 0                   |

**Resolution No.3: To consider and approve appointment of Mr. Prabhu Praveen Das (DIN:10547092) as a Non-Executive (Non- Independent) Director of the Company**

| Resolution required : (Ordinary/ Special)                                   |                               | Ordinary Resolution |                     |   |                          |                        |                                      |                                    |                     |
|---|-------------------------------|---------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution ? |                               | No                  |                     |   |                          |                        |                                      |                                    |                     |
| Category  | Mode of voting                | No. of shares held  | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|   |                               | (1)                 | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
|   |                               | (1)                 | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group   | E-Voting                      | 4493086             | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
|   | Poll                          |                     | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                     | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 4493086             | 4493086             | 100.00                                  | 4493086                  | 0                      | 100.00                               | 0.00                               | 0                   |
| Public- Institutions  | E-Voting                      |                     | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          | 14846               | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                     | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 14846               | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions  | E-Voting                      |                     | 402673              | 26.15                                   | 296352                   | 106321                 | 73.60                                | 26.40                              | 0                   |
|   | Poll                          | 1540068             | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                     | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 1540068             | 402673              | 26.15                                   | 296352                   | 106321                 | 73.60                                | 26.40                              | 0                   |
| Total   |                               | 6048000             | 4895759             | 80.95                                   | 4789438                  | 106321                 | 97.83                                | 2.17                               | 0                   |

| Resolution No.4: To consider and approve Material Related Party transaction(s) between the Company and Schneider Electric India Private Limited (India). |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)  | Ordinary Resolution           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?  | Yes                           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group  | E-Voting                      | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Institutions   | E-Voting                      | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions   | E-Voting                      | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
| Total  |                               | 6048000            | 402673              | 6.66                                    | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |

| Resolution No.5: To consider and approve Material Related Party transaction(s) between the Company and Schneider Electric IT Business India Private Limited (India) |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)   | Ordinary Resolution           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?   | Yes                           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Category  | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|   |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group   | E-Voting                      | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Institutions  | E-Voting                      | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions  | E-Voting                      | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
| Total   |                               | 6048000            | 402673              | 6.66                                    | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |



| Resolution No.6: To consider and approve Material Related Party Transaction(s) between the company and Schneider Electric Mexico S.A De C.V(Mexico). |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)  | Ordinary Resolution           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?  | Yes                           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group  | E-Voting                      | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Institutions   | E-Voting                      | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions   | E-Voting                      | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
|  | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|  | Total                         | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
| Total  |                               | 6048000            | 402673              | 6.66                                    | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |

| Resolution No.7: To consider and approve Material Related Party transaction(s) between the company and Schneider Electric Asia Pte. Ltd. (Singapore). |                               |                    |                     |   |                          |                        |                                      |                                    |                     |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------------|
| Resolution required : (Ordinary/ Special)   | Ordinary Resolution           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Whether promoter/ promoter group are interested in the agenda/ resolution ?   | Yes                           |                    |                     |   |                          |                        |                                      |                                    |                     |
| Category  | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | No of Invalid Votes |
|   |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  | (8)                 |
| Promoter and Promoter Group   | E-Voting                      | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 4493086            | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Institutions  | E-Voting                      | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 14846              | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0                   |
| Public- Non Institutions  | E-Voting                      | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
|   | Poll                          |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  | 0                   |
|   | Total                         | 1540068            | 402673              | 26.15                                   | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |
| Total   |                               | 6048000            | 402673              | 6.66                                    | 296452                   | 106221                 | 73.62                                | 26.38                              | 0                   |

**SCRUTINIZERS' REPORT**

To

**The Chairperson/Company Secretary**  
**Schneider Electric President Systems Limited**  
5C/1, KIADB Industrial Area Attibele,  
Bangalore Rural, Bangalore,  
Karnataka, India, 562107

**Sub: Scrutinizers' Report on postal ballot by way of electronic voting conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the Resolutions contained in the Postal Ballot Notice dated March 13, 2024.**

Dear Sir/Madam,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Schneider Electric President Systems Limited (hereinafter referred to as "**Company**") for scrutinizing the voting on postal ballot conducting by electronic means only, in respect of the passing of the resolutions contained in the Postal Ballot Notice dated March 13, 2024 ("**Notice**") in a fair and transparent manner.

**I submit my report as under:**

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 (the Act) and the rules made thereunder including circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars").
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository (India) Limited ('NSDL') i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Wednesday, April 17, 2024.
3. The Members of the Company holding shares as on Friday, March 08, 2024 ("**Cut-Off Date**") were entitled to vote on the proposed resolutions to be passed through postal ballot by way of electronic voting means, as set-out in the Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Tuesday, March 19, 2024 at 9:00 a.m. IST and ended at the close of working hours i.e., 5:00 p.m. IST on Wednesday, April 17, 2024, on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



5. On Monday, March 18, 2024, the Company completed the dispatch of Notice through email only in accordance with MCA Circulars, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from NSDL/Central Depository Services (India) Limited ("Depositories") as on the Cut-off Date and whose e-mail IDs were registered with the Company and Depositories, the Company has not dispatched the Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories. Further, the Company had given an option to its members in the Notice which was uploaded on the website of the Company ([www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and Metropolitan Stock Exchange of India Limited ([www.msei.in](http://www.msei.in)) to register their e-mail id's with the Company and/ or their depository participants.
6. In view of relaxation given by MCA and Securities and Exchange Board of India, physical ballot was not dispatched and accordingly, voting done through e-voting only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Business Standard (English) all editions and Vishwavani (Kannada) on March 19, 2024, informing about the completion of dispatch of Notice to the Members, who have registered their e-mail id's with the Company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e., e-voting) through the scrutinizer's secured link provided by NSDL through its designated website i.e [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. After completion of e-voting, votes cast by the Members, were unblocked today at 03:45 P.M in the presence of two witnesses, Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar-110092 and Ms. Khushbu Mittal R/o. F-276, Pandav Nagar, Mayur Vihar-I who are not in the employment of the Company.
10. The particulars of the report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

**Item No. 1:**

**Approval to provide loan/financing assistance to the company's employees to subscribe to Schneider Electric SE's shares, and grant of employer's matching shares under Schneider Electric SE's worldwide employee share ownership plan 2024 (2024 WESOP" )(SPECIAL RESOLUTION).**





**"RESOLVED THAT** pursuant to the provisions of Section 67(3)(b) and all other applicable provisions of the Companies Act, 2013, and other relevant provisions, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions of the Act and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and such other approvals, permissions and sanctions as may be necessary, the approval/consent of the Members be and is hereby accorded for the Company to provide interest-free loan/financial assistance to its employees (repayable/recoverable from employees through a monthly payroll deduction in one or more tranches) , and grant employer matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in the 2024 WESOP rules, cumulatively not exceeding five per cent (5%) of the aggregate of the paid-up share capital and free reserves of the Company, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2024 WESOP of Schneider Electric SE (the Company's ultimate parent company incorporated in France).

**RESOLVED FURTHER THAT** the participation by the employees of the Company in 2024 WESOP shall be subscribed to and held on behalf of employees via an employee shareholding fund, a French collective shareholding vehicle known as "Fonds Commun de Placement d'Entreprise" (the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2024 WESOP, which will be merged into the "Schneider Actionnariat Mondial" FCPE shortly after the capital increase).

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary and do all other things incidental and ancillary thereof."

|       | Particulars   | E-VOTING                  |                    |
|-------|---|---------------------------|--------------------|
|       |   | Number of member(s) voted | Votes held by them |
|       | Number of Members & Shares held by them                                 | 41                        | 48,95,759          |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0                         | 0                  |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0                         | 0                  |
|       | <b>No. of Valid Votes Cast</b>  | <b>41</b>                 | <b>48,95,759</b>   |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 25                      | 47,89,320          | 97.83                                 |
| Against      | 16                      | 1,06,439           | 2.17                                  |
| <b>Total</b> | <b>41</b>               | <b>48,95,759</b>   | <b>100.00</b>                         |

**Item No. 2:**

**To consider and approve appointment of Mr. Subhrendu Sarkar (DIN:09813992), as a Whole- Time Director and payment of remuneration. (ORDINARY RESOLUTION)**

**"RESOVLED THAT** pursuant to the provisions of Section 196, 197 read with 198, 203 and other applicable provisions, if any, Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with Articles of Association of the Company and subject to the such other approvals/permissions, if any, as may be necessary and as based on the recommendation of the Nomination and Remuneration Committee ("NRC") and Board of Directors, approval of the members of the Company be and is hereby accorded to appointment of Mr. Subhrendu Sarkar (DIN: 09813992) as a Whole-Time Director of the Company in professional capacity for a period of three (3) years, not liable to retire by rotation, with effect from December 06, 2023 to December 05, 2026 on such term and conditions including remuneration as mentioned in the appointment agreement/letter, material terms which are set out in the statement under Section 102 of the Act, attached to this Notice and who holds office upto three months from the date of listing of securities of the Company at the recognized stock exchange i.e. January 19, 2024 or till the next general meeting, whichever is earlier.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to alter and vary, from time to time, during the tenure of appointment of Mr. Subhrendu Sarkar, the terms, and conditions of appointment and/or remuneration on the recommendations of the Nomination & Remuneration Committee and as per the Company policy for annual assessments and increments and to do all acts, deeds or things as may be considered necessary or incidental and to take further steps to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

|  | Particulars | E-VOTING |
|--|-------------|----------|
|--|-------------|----------|





|       |   | Number of member(s) voted | Votes held by them |
|-------|---|---------------------------|--------------------|
|       | Number of Members & Shares held by them                                 | 41                        | 48,95,759          |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0                         | 0                  |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0                         | 0                  |
|       | <b>No. of Valid Votes Cast</b>  | <b>41</b>                 | <b>48,95,759</b>   |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 47,89,438          | 97.83                                 |
| Against      | 14                      | 1,06,321           | 2.17                                  |
| <b>Total</b> | <b>41</b>               | <b>48,95,759</b>   | <b>100.00</b>                         |

**Item No. 3:**

**To consider and approve appointment of Mr. Prabhu Praveen Das (DIN:10547092) as a Non-Executive (Non- Independent) Director of the Company. (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), relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the provisions of the Article of Association of the Company, Mr. Prabhu Praveen Das (DIN: 10547092), who was appointed as an Additional Director (Non-Executive) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from March 13, 2024 and who holds office up to three from the date of appointment or till the next general meeting, whichever is earlier and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

| Particulars | E-VOTING |
|-------------|----------|
|-------------|----------|

|       |   | Number of member(s) voted | Votes held by them |
|-------|---|---------------------------|--------------------|
|       | Number of Members & Shares held by them                                 | 41                        | 48,95,759          |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0                         | 0                  |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0                         | 0                  |
|       | <b>No. of Valid Votes Cast</b>  | <b>41</b>                 | <b>48,95,759</b>   |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 47,89,438          | 97.83                                 |
| Against      | 14                      | 1,06,321           | 2.17                                  |
| <b>Total</b> | <b>41</b>               | <b>48,95,759</b>   | <b>100.00</b>                         |

**Item No. 4:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited (India). (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), other applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or reenactment( s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit and Risk Management Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit and Risk Management Committee of the Board and any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s) Contract(s)/Arrangement(s)/ Agreement(s)/ transaction(s) for sale, purchase of goods, materials etc. and to provide / render/avail services / Cost recharge/ reimbursement and other transactions for the purpose of business including but not limited to availing of Inter Corporate deposits/loan(if any) with Schneider Electric India Private Limited ("SEIPL"), a fellow subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 80 Crores (Rupees Eighty Crores Only) during the financial year 2023-24



and INR 30 Crores (Rupees Thirty Crores Only) during the financial year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) on such terms and conditions as may be agreed upon between the Company and SEIPL provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board.

**RESOLVED FURTHER THAT** the Board and/or the board of directors (including any duly constituted committee thereof) of the fellow subsidiary be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned fellow subsidiary (as the board of directors or a duly constituted committee thereof of such fellow subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

|       | Particulars   | E-VOTING                  |                    |
|-------|---|---------------------------|--------------------|
|       |   | Number of member(s) voted | Votes held by them |
|       | Number of Members & Shares held by them                                 | 40                        | 4,02,673           |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0                         | 0                  |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0                         | 0                  |
|       | <b>No. of Valid Votes Cast</b>  | <b>40</b>                 | <b>4,02,673</b>    |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 2,96,452           | 73.62                                 |
| Against      | 13                      | 1,06,221           | 26.38                                 |
| <b>Total</b> | <b>40</b>               | <b>4,02,673</b>    | <b>100.00</b>                         |

**Item No. 5:**



**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited (India). (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), and other applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or reenactment( s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit and Risk Management Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit and Risk Management Committee of the Board and any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s)/ transaction(s) for sale, purchase of goods, materials etc. and to provide / render/avail services / Cost recharge/ reimbursement and other transactions for the purpose of business to/from Schneider Electric IT Business India Private Limited ("SEITB"), a fellow subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 48 Crores (Rupees Forty Eight Crores Only) during the financial year 2023-24 and INR 55 Crores (Rupees Fifty Five Crores Only) during the financial year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) on such terms and conditions as may be agreed upon between the Company and SEITB provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board.

**RESOLVED FURTHER THAT** the Board and/or the board of directors (including any duly constituted committee thereof) of the fellow subsidiary be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned fellow subsidiary (as the board of directors or a duly constituted committee thereof of such fellow subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

| Particulars                | E-VOTING                  |                    |
|----------------------------|---------------------------|--------------------|
|                            | Number of member(s) voted | Votes held by them |
| Number of Members & Shares | 40                        | 4,02,673           |





|       |   |           |                 |
|-------|---|-----------|-----------------|
|       | held by them  |           |                 |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0         | 0               |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0         | 0               |
|       | <b>No. of Valid Votes Cast</b>  | <b>40</b> | <b>4,02,673</b> |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 2,96,452           | 73.62                                 |
| Against      | 13                      | 1,06,221           | 26.38                                 |
| <b>Total</b> | <b>40</b>               | <b>4,02,673</b>    | <b>100.00</b>                         |

**Item No. 6:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric Mexico S.A De C.V(Mexico). (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), other applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or reenactment( s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit and Risk Management Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit and Risk Management Committee of the Board and any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s)/ transaction(s) for sale, purchase of goods, materials etc. and to provide / render/avail services / Cost recharge/ reimbursement and other transactions for the purpose of business to/from Schneider Electric Mexico S.A De C.V (Mexico), a fellow subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 120 Crores (Rupees One Hundred Twenty Crores Only) during the financial year 2023-24 and INR 140 Crores (Rupees One Hundred and Forty Crores Only) during the financial year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) on such terms and conditions as may be agreed upon between the Company and Schneider Electric Mexico S.A De C.V provided that the said transactions are entered into/

carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board.

**RESOLVED FURTHER THAT** the Board and/or the board of directors (including any duly constituted committee thereof) of the fellow subsidiary be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned fellow subsidiary (as the board of directors or a duly constituted committee thereof of such fellow subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

|       | Particulars   | E-VOTING                  |                    |
|-------|---|---------------------------|--------------------|
|       |   | Number of member(s) voted | Votes held by them |
|       | Number of Members & Shares held by them                                 | 40                        | 4,02,673           |
| Less: | Number of Members & Invalid/Rejected Votes                              | 0                         | 0                  |
| Less: | Number of Members & Votes not exercised/ partially exercised/ abstained | 0                         | 0                  |
|       | <b>No. of Valid Votes Cast</b>  | <b>40</b>                 | <b>4,02,673</b>    |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 2,96,452           | 73.62                                 |
| Against      | 13                      | 1,06,221           | 26.38                                 |
| <b>Total</b> | <b>40</b>               | <b>4,02,673</b>    | <b>100.00</b>                         |

**Item No. 7:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric Asia Pte. Ltd. (Singapore). (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), other applicable provisions of Companies Act, 2013 (the Act), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit and Risk Management Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit and Risk Management Committee of the Board and any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s)/ transaction(s) for sale, purchase of goods, materials etc. and to provide / render/avail services / Cost recharge/ reimbursement and other transactions for the purpose of business to/from Schneider Electric Asia Pte. Ltd., (Singapore), a fellow subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 35 Crores (Rupees Thirty Five Crores Only) during the financial year 2023-24 and INR 38 Crores (Rupees Thirty Eight Crores Only) during the financial year 2024-25 (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) on such terms and conditions as may be agreed upon between the Company and Schneider Electric Asia Pte. Ltd. provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board.

**RESOLVED FURTHER THAT** the Board and/or the board of directors (including any duly constituted committee thereof) of the fellow subsidiary be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned fellow subsidiary (as the board of directors or a duly constituted committee thereof of such fellow subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

|       | Particulars                                | E-VOTING                  |                    |
|-------|--|---------------------------|--------------------|
|       |  | Number of member(s) voted | Votes held by them |
|       | Number of Members & Shares held by them    | 40                        | 4,02,673           |
| Less: | Number of Members & Invalid/Rejected Votes | 0                         | 0                  |
| Less: | Number of Members & Votes                  | 0                         | 0                  |

|  |   |           |                 |
|--|---|-----------|-----------------|
|  | not exercised/ partially exercised/ abstained |           |                 |
|  | <b>No. of Valid Votes Cast</b>                | <b>40</b> | <b>4,02,673</b> |

| Particulars  | E-VOTING                |                    |                                       |
|--------------|-------------------------|--------------------|---------------------------------------|
|              | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour       | 27                      | 2,96,452           | 73.62                                 |
| Against      | 13                      | 1,06,221           | 26.38                                 |
| <b>Total</b> | <b>40</b>               | <b>4,02,673</b>    | <b>100.00</b>                         |

14. Based on the aforesaid results, the resolutions referred above has been passed with requisite majority, on Wednesday, April 17, 2024, being the last date of remote e-voting for the members of the Company. Therefore, the Chairperson or any other person authorised by him may accordingly declare the result of the Postal Ballot process.

Thanking You,

Yours faithfully,

**Chandrasekaran Associates**

**Company Secretaries**

**FRN: P1988DE002500**

**Peer Review Certificate No.:4186/2023**



Shashikant Tiwari

Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919F000182287



Date: April 19, 2024

Place: Delhi

Countersigned by:

For and on behalf of

**Schneider Electric President Systems Limited**

Chairman or Director /Company Secretary authorised by Chairperson of the Company

Date: April 19, 2024

Place: Bangalore