



GROWTH

Annual Report
2017-2018



INFORMATION TO SHAREHOLDERS

Board of Directors

Mr. Shravan Vijaykumar Sharma, Chairman (Non-Executive)
Mr. Javed Ahmad
Mr. Nitin Bakshi*
Ms. Rachna Mukherjee
Mr. Sugata Sircar
Mr. Swaminathan Venkatraman
Mr. Vishar Subramanian Vasudevan

Company Secretary

Ms. Priyanka Gupta

Chief Financial Officer

Mr. Damodar Kalavala

Registered Office

5C/1, KIADB Industrial Area, Attibele
Bengaluru - 562 107 Karnataka
Ph: +91 80 6788 8300
priyanka.aggarwal@schneider-electric.com
CIN: U32109KA1984PLC079103
www.schneiderelectricpresident.com

Main Bankers

Citi Bank NA,
No.5, 2nd Floor, M G Road
Bengaluru – 560 001

Auditors

Messer's S. R. Battiboi & Associates LLP
UB City, Canberra Block
12th & 13th Floor
No. 24, Vittal Mallya Road
Bengaluru – 560 001

Registrar & Transfer Agent

Universal Capital Securities Pvt. Ltd
21 Shakil Nivas, Mahakali Caves Road
Andheri (E), Mumbai 400093
Tel.:(022) 28207203, 28207204, 28207205

* Effective 23.11.2017, Mr. Nitin Bakshi appointed as an Additional Director.

34th Annual General Meeting

Date: 19th September, 2018, Time: 10.00 A.M.

Venue: LA Classic Hotel, Plot No. 158, Yadavanahalli, Hosur Main Road, Attibele, Bengaluru - 562107

INDEX

CONTENT

PAGE No.

| | |
|------------------------------------|--|
| Financial Statistics | |
| Notice to the Shareholders | |
| Director's Report | |
| Management Discussion and Analysis | |
| Independent Auditor's Report | |
| Balance Sheet | |
| Statement of Profit and Loss | |
| Cash Flow Statement | |
| Notes to Financial Statements | |

FINANCIAL STATISTICS

(Rs. In Lakhs)

| Particulars | 31.03.2018 | 31.03.2017 | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|----------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Sale of Products | 31,456.19 | 26,333.48 | 19,468.56 | 15,695.70 | 15,692.66 | 10,375.58 | 9,705.70 |
| Sale of Services | 656.72 | 581.87 | 505.63 | 573.85 | 645.77 | 550.26 | 193.70 |
| Other Operating Income | 265.18 | 167.25 | 183.07 | 256.54 | 192.20 | 105.47 | 135.14 |
| Other Income | 71.15 | 71.67 | 69.71 | 55.15 | 15.86 | 62.37 | 45.37 |
| Total Income | 32,449.24 | 27,154.27 | 20,226.97 | 16,581.24 | 16,546.49 | 11,093.68 | 10,079.91 |
| EBITDA | 2,607.83 | 2,584.83 | 1,650.83 | 383.85 | 171.80 | 219.87 | -158.89 |
| Financial Expenses (Net) | 201.96 | 259.11 | 317.93 | 254.58 | 233.14 | 233.56 | 224.89 |
| Depreciation | 516.17 | 520.62 | 518.90 | 501.10 | 420.58 | 414.06 | 489.73 |
| (Loss)/Profit before Taxation | 1,889.70 | 1,805.10 | 814.00 | -371.83 | -481.92 | -427.75 | -873.51 |
| (Loss)/Profit after Taxation | 1,311.21 | 1,371.10 | 638.72 | -371.83 | -481.92 | -332.95 | -577.92 |
| Dividend Payout | - | - | - | - | - | - | - |
| Corporate Tax on Dividend | - | - | - | - | - | - | - |
| Retained earnings | 1,311.21 | 1,371.10 | 638.72 | -371.83 | -481.92 | -332.95 | -577.92 |
| Dividend (%) | | | | | - | - | - |
| Earning per Share | 21.68 | 22.67 | 10.56 | (6.15) | (7.97) | (5.51) | (9.56) |
| | | | | | | | |
| Particulars | 31.03.2018 | 31.03.2017 | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
| Equity and Liabilities | | | | | | | |
| Share Capital | 604.80 | 604.80 | 604.80 | 604.80 | 604.80 | 604.80 | 604.80 |
| Reserves & Surplus | 5,810.14 | 4,498.93 | 3,127.83 | 2,489.11 | 2,972.26 | 3,454.19 | 3,787.14 |
| Total Shareholder's Funds | 6,414.94 | 5,103.73 | 3,732.63 | 3,093.91 | 3,577.06 | 4,058.99 | 4,391.94 |
| Non Current Liabilities | | | | | | | |
| Long-term borrowings | 21.37 | 1,599.35 | 2,099.36 | 1,999.70 | 1,503.60 | 1,507.10 | 1,049.21 |
| Deferred tax liability (net) | | - | - | - | - | - | 94.80 |
| Other long-term liabilities | - | 40.63 | - | 4.99 | 9.47 | 27.93 | 88.09 |
| Long-term provisions | 335.81 | 280.39 | 191.09 | 156.58 | 229.80 | 190.02 | 131.38 |
| | 357.18 | 1,920.37 | 2,290.45 | 2,161.27 | 1,742.87 | 1,725.05 | 1,363.48 |
| Current Liabilities | | | | | | | |
| Short-term borrowings | 255.21 | 454.98 | 1,201.34 | 798.21 | 1,586.20 | 281.72 | 679.82 |
| Trade Payables | 8,291.47 | 6,128.24 | 4,022.86 | 5,745.78 | 4,419.60 | 3,117.64 | 1,821.68 |
| Other current liabilities | 3,524.34 | 1,892.80 | 1,217.99 | 973.85 | 820.19 | 644.76 | 641.57 |
| Short-term provisions | 420.92 | 437.39 | 243.87 | 183.48 | 146.82 | 158.10 | 159.91 |
| | 12,491.93 | 8,913.41 | 6,686.06 | 7,701.32 | 6,972.81 | 4,202.22 | 3,302.98 |
| Total | 19,264.05 | 15,937.51 | 12,709.14 | 12,956.50 | 12,292.74 | 9,986.26 | 9,058.40 |
| | | | | | | | |
| Non Current Assets | | | | | | | |
| Fixed assets | | | | | | | |
| Tangible assets | 3,523.92 | 3,537.63 | 3,829.15 | 3,747.50 | 3,856.57 | 4,012.83 | 4,160.08 |
| Intangible assets | 46.10 | 50.78 | 92.50 | 141.96 | 179.54 | 51.89 | 77.26 |
| Capital work-in-progress | 33.27 | 179.20 | 104.91 | 127.46 | 66.13 | 31.79 | 13.52 |
| Non-current investments | | - | - | - | - | - | - |
| Deferred tax asset (net) | 300.39 | 105.51 | - | - | - | - | - |

| Particulars | 31.03.2018 | 31.03.2017 | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|-----------------------------------------------|------------------|------------------|------------------|------------------|------------------|-----------------|-----------------|
| Long-term loans and advances | 439.61 | 391.46 | 626.23 | 639.43 | 464.70 | 751.19 | 107.65 |
| Other Non current assets | - | - | 1.96 | 1.81 | 1.65 | - | - |
| | 4,343.28 | 4,264.58 | 4,654.75 | 4,658.16 | 4,568.59 | 4,847.70 | 4,358.51 |
| Current assets | | | | | | | |
| Inventories | 3,221.80 | 3,184.77 | 2,517.50 | 2,856.88 | 2,247.21 | 1,417.51 | 1,045.96 |
| Trade receivables | 9,295.80 | 7,169.86 | 4,208.37 | 4,186.07 | 4,494.74 | 2,699.36 | 2,312.23 |
| Cash and bank balances | 1,575.56 | 275.45 | 398.71 | 171.50 | 68.20 | 71.51 | 318.38 |
| Short-term loans and advances | 804.01 | 1,042.40 | 906.15 | 1,058.57 | 862.15 | 689.41 | 1,023.06 |
| Other current assets | 23.60 | 0.45 | 23.66 | 25.32 | 51.85 | 260.77 | 0.26 |
| | 14,920.77 | 11,672.93 | 8,054.39 | 8,298.34 | 7,724.15 | 5,138.56 | 4,699.89 |
| Total | 19,264.05 | 15,937.51 | 12,709.14 | 12,956.50 | 12,292.74 | 9,986.26 | 9,058.40 |
| Statement of Accounting Ratios of the Company | - | - | - | - | - | - | - |
| Particulars | 31.03.2018 | 31.03.2017 | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
| EBIDTA Rs.* | 2,607.83 | 2,584.83 | 1,650.83 | 383.85 | 175.09 | 224.24 | -158.89 |
| EBIDTA % to Net Product Sales | 8.29 | 9.82 | 8.48 | 2.45 | 1.12 | 2.16 | -1.64 |
| Return on Net Worth (%) | 20.44 | 26.86 | 17.11 | -12.02 | -13.47 | -8.20 | -13.16 |
| Net Asset Value per share | 106.07 | 84.39 | 61.72 | 51.16 | 59.14 | 67.11 | 72.62 |

*Includes interest income

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

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

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Schneider Electric President Systems Limited will be held on Wednesday, 19th day of September, 2018 at 10:00 A.M. at LA Classic Hotel, Plot No. 158, Yadavanahalli, Hosur Main Road, Attibele, Bengaluru – 562107, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director in place of Mr. Javed Ahmad (DIN No. 01705373) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Javed Ahmad (DIN No. 01705373), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To appoint a Director in place of Mr. Sugata Sircar (DIN No. 01119161) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sugata Sircar (DIN No. 01119161), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. To consider appointment of Mr. Nitin Bakshi (DIN: 07837847) as a Non-Executive Director of the Company and, in this regard, pass the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act] Mr. Nitin Bakshi (DIN: 07837847), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors with effect from November 23, 2017, in terms of Section 161(1) of the Act 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 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.”
5. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 and as recommended by the Audit Committee and approved by the Board of Directors of the Company, the remuneration to be paid to M/s. Rao Murthy & Associates, Cost Accountants, (ICWA Registration No. 000065) for the conduct of the audit of the cost records of the Company at a 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, 2019, be and is hereby ratified and confirmed.”
6. To consider, participation in the World Employee Share Ownership Plan (WESOP) Scheme and in this regard, pass the following resolution as a **Special Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2017-18.
RESOLVED FURTHER THAT the Board be and is hereby authorized to make modification(s), suspend, withdraw or revive the Scheme as suggested by Schneider Electric SE, France, from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person(s) who are/will be in the employment of the Company including Managing Director, Whole-time Director(s), Executive Director(s), Key Managerial Personnel of the Company and to approve such number of shares and at such price, in such manner, during such period in one or more tranches as it may deem fit under the Scheme.

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

Place: Gurugram
Date: 24th July, 2018

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

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

Priyanka Gupta
Company Secretary
FCS: 9355

Notes:

1. **A member entitled to attend and vote at the 34th Annual General Meeting (AGM), is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. The instrument appointing a proxy/ proxies to be effective, should be deposited at the registered office of the Company duly completed and signed not less than Forty-Eight hours (48) before the commencement of the meeting. A Proxy form is enclosed.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or member.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and the Corporate office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting, and also at the Meeting.
3. Information regarding particulars of Director seeking appointment/re-appointment requiring disclosure pursuant to the Secretarial Standard-2 on the General Meetings issued by the Institute of Company Secretaries of India are annexed as Annexure I.
The Company has received the consent / declaration for his appointment / re-appointment under the Companies Act, 2013 and the rules thereunder.
4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 23.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representatives together with the specimen signatures of the representative(s) to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 13, 2018 to Wednesday, September 19, 2018 (both days inclusive).
7. The Annual Report for the FY 2017-18, Notice of 34th AGM along with the attendance slip and Proxy form, notice of e-voting etc. are being sent to the members through e-mail who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents (RTA), M/s. Universal Capital Securities Private Limited.

Members are requested to update their preferred e-mail ids with the Company/ DP/ RTA which will be used for purpose of future communications.

Members whose email id is not registered are being sent physical copies of the said Annual Report and Notice at their registered address through permitted mode. To support the 'Green Initiative' the members who have not registered their e-mail addresses are requested to register the same with RTA.

8. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company Secretary at email id: priyanka.aggarwal@schneider-electric.com or write to the Company at its registered office address or to the RTA at "21, Shakil Nivas, Mahakali Caves Road, Andheri (E) Mumbai 400 093, Telephone: +91-22-28207203-05 Fax: +91- 22-28207207 at e-mail: karlekar@unisec.in.

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

9. The Notice and the Annual report will also be available under the Investors section on the website of the Company at www.schneiderelectricpresident.com and NSDL e-voting website for download.
10. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof with the RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

11. In case you wish to change/update the NEFT/ECS mandate, please write to the RTA. However, for the shares held in demat form, please write to your DP.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
13. Members/ proxies/ Authorized Representatives are requested to bring to the meeting necessary details of their shareholding, duly filled admission/ attendance slip(s) and copy(ies) of their Annual Report.
14. Non-Resident Indian members are requested to inform the RTA/ respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement and (b) particulars of their bank accounts maintained in India with complete details.
15. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.

16. Appeal to Shareholders:

- a. Email Registration: The members are requested to register their email ids to obtain faster, accurate and complete communications from the Company.
- b. Demat Holding: Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
17. For the security and safety of the members, the shareholders/ attendees are strictly requested not to bring any article/ baggage including water bottles and tiffin boxes at the AGM venue.
18. A Route map along with prominent landmark for easy location to reach the AGM venue is provided at the end of this notice.
19. Members, who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agents for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
20. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
21. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.
22. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding Section 205A of the Companies Act, 1956), unclaimed dividend for the previous Financial Years were transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.
23. Voting through Electronic Means- Remote E-Voting
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company is pleased to provide Members with a facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
 - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting facility will be available during the following period:

| | |
|---------------------------------|---------------------------------------------|
| Commencement of remote e-voting | From 9:00 A.M. (IST) on September 16, 2018 |
| End of remote e-voting | Up to 5:00 P.M. (IST) on September 18, 2018 |

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

Once the vote on the resolutions is cast by the Members, the Member shall not be allowed to change it subsequently.

- V. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e. September 12, 2018 can obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- VI. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. September 12, 2018 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.
- VII. The instructions for remote e-voting are as under:

STEP A

Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP B

Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VIII. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to biswajit@bmpandco.com with a copy marked to evoting@nsdl.co.in
- IX. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- X. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- XI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XII. The voting rights of Members shall be in proportion to their shares of the Paid-Up equity share capital of the Company as on the cut-off date i.e. September 12, 2018.
- XIII. Mr. Biswajit Ghosh, Practicing Company Secretary (FCS 8750 and CP 8239) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XVI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.schneiderelectricpresident.com and on the website of NSDL immediately after declaration of results.

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

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business at Items 4 to 6 of the accompanying Notice.

Resolution No. 4

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee have appointed Mr. Nitin Bakshi as an Additional Director of the Company in the capacity of Non-Executive Director with effect from 23.11.2017, liable to retire by rotation, subject to consent by the Members of the Company at the 34th Annual General Meeting ("AGM").

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Nitin Bakshi, is available for inspection, without any fee, by the members at the Company's registered office and corporate office during normal hours on working days up to the date of the AGM, and also at the Meeting.

The Company has received from Mr. Nitin Bakshi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In terms of Section 160(1) of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Nitin Bakshi for the office of Director of the Company.

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. Nitin Bakshi and his relatives to the extent of their shareholding interest, if any, in the Company, 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 in Item No. 4.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the members in the interest of the Company.

Resolution No. 5

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at remuneration set out in the resolution.

Accordingly, ratification by the members is being sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019 by way of an Ordinary Resolution as set out in Item No. 5 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Resolution No. 6

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

The Scheme is available in 32 Countries, covering approximately 1,15,000 employees of Schneider Electric. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of our company in the hands of its employees so as to inculcate a sense of participation in the fortunes of the Company.

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

Pursuant to Section 67 of the Companies Act, 2013, no public company shall give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company unless the same is approved by the Company through a special resolution.

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

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

None of the directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolutions as set out in Item No. 6 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of the members in the interest of the Company.

Place: Gurugram
Date: 24th July, 2018

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

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

Priyanka Gupta
Company Secretary
FCS: 9355