



GROWTH

Annual Report 2020-2021

schneiderelectricpresident.com

Life Is On

Schneider
Electric

Board of Directors



Mr. Ranjan Pant
Chairman
Independent,
Non-Executive Director



**Mr. Ramakrishna
Rajasekharan Nair**
Independent,
Non-Executive Director



**Mr. Swaminathan
Venkatraman**
Non-Executive Director



Ms. Rachna Mukherjee
Non-Executive Director



Mr. Sugata Sircar
Non-Executive Director



Mr. Srinivasa Narasimhan
Non-Executive Director



Mr. Sachin Bhalla¹
Additional Director,
Non-Executive



**Mr. Mohamed Adil Mohamed
Aslam Sattar (Mohamed Adil)**
Whole-Time Director



Ms. Urvashi Bhatia²
Company Secretary



Ms. Sapna Bhatia³
Company Secretary

Brief profile of Board of Directors can be accessed at www.schneiderelectricpresident.com/investors/board-of-directors

¹Mr. Sachin Bhalla has been appointed as Additional Director (Non-Executive) on the Board of the Company w.e.f August 01, 2021 vide Resolution by circulation passed on June 02, 2021.

²Ms. Urvashi Bhatia was appointed as the Company Secretary w.e.f. June 23, 2020 and resigned w.e.f. December 17, 2020.

³Ms. Sapna Bhatia was appointed as the Company Secretary w.e.f. March 03, 2021.

Corporate Information

Committees of the Board

(as on March 31, 2021)

AUDIT COMMITTEE	STATUTORY AUDITORS
<ul style="list-style-type: none"> Mr. Ranjan Pant, Non-Executive Independent Director (Chairman) Mr. RR Nair, Non-Executive Independent Director Mr. Sugata Sircar, Non-Executive Director 	M/s. S.R. BATLIBOI & ASSOCIATES, LLP Add: UB City, Canberra Block, 12 th Floor No. 24, Vittal Mallya Road, Bengaluru – 560 001 Karnataka
NOMINATION AND REMUNERATION COMMITTEE	COST AUDITORS
<ul style="list-style-type: none"> Mr. RR Nair, Non-Executive Independent Director (Chairman) Mr. Ranjan Pant, Non-Executive Independent Director Ms. Rachna Mukherjee, Non-Executive Director 	M/s. RAO MURTHY & ASSOCIATES Add: Sampurna Chambers No. 13, 1 st Floor-FF2, Vasavi Temple Road, V.V. Puram, Bengaluru – 560004 Karnataka
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE²	REGISTRAR & SHARE TRANSFER AGENT (RTA)
<ul style="list-style-type: none"> Mr. RR Nair, Non-Executive Independent Director Mr. Sugata Sircar, Non-Executive Director Mr. Swaminathan Venkatraman, Non-Executive Director 	UNIVERSAL CAPITAL SECURITIES PVT LTD. Add: C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083. Phone +91- 022- 2820 7203/2820 7204/ 2820 7205 Contact Person: Mr. Santosh Gamare E-mail: gamare@unisec.in
STAKEHOLDERS RELATIONSHIP COMMITTEE	REGISTERED OFFICE
<ul style="list-style-type: none"> Mr. Ranjan Pant, Non-Executive Independent Director (Chairman) Mr. Sugata Sircar, Non-Executive Director Mr. Swaminathan Venkatraman, Non-Executive Director 	Add: 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562 107, Karnataka Phone: +91 80 6788 8300
FINANCE COMMITTEE²	CORPORATE OFFICE
<ul style="list-style-type: none"> Mr. Sugata Sircar, Non-Executive Director Mr. Swaminathan Venkatraman, Non-Executive Director Mr. Srinivasa Narasimhan, Non-Executive Director¹ 	Add: BGRT, 6 th Floor, Sy. No. 63/3B, Gorvigere Village, Bidarahalli Hobli, Bengaluru East Taluk, Whitefield Hoskote Road, Bengaluru- 560 115, Karnataka Phone: +91 80 4554 0000

¹Mr. Srinivasa Narasimhan, Non-Executive Director, appointed as member of the Finance Committee with effect from June 23, 2020.

²The Chairperson for the Committee is appointed at the start of each meeting.

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FINANCIAL STATISTICS

(Rs. In Millions)

Particulars	31.03.2021	31.03.2020	31.03.2019	31.03.2018	31.03.2017	31.03.2016
	2,457.24	2,064.29	2,949.21	3,145.62	2,633.35	1,946.86
Sale of Services	55.27	53.74	82.12	65.67	58.19	50.56
Other Operating Income	19.68	25.81	26.52	26.52	16.73	18.31
Other Income	3.83	7.48	6.25	7.11	7.17	6.97
Total Income	2,536.02	2,151.32	3,064.09	3,244.92	2,715.43	2,022.70
EBITDA	242.44	98.79	260.07	260.78	258.48	165.08
Financial Expenses (Net)	5.57	7.66	20.64	20.20	25.91	31.79
Depreciation	46.68	54.79	52.37	51.62	52.06	51.89
(Loss)/Profit before Taxation	190.19	36.34	187.06	188.97	180.51	81.40
(Loss)/Profit after Taxation	143.76	14.30	117.45	131.12	137.11	63.87
Retained earnings	143.76	14.30	117.45	131.12	137.11	63.87
Earning per Share	23.77	2.36	19.42	21.68	22.67	10.56
Particulars	31.03.2021	31.03.2020	31.03.2019	31.03.2018	31.03.2017	31.03.2016
Equity and Liabilities						
Share Capital	60.48	60.48	60.48	60.48	60.48	60.48
Reserves & Surplus	856.52	712.76	698.47	581.01	449.89	312.78
Total Shareholder's Funds	917.00	773.24	758.95	641.49	510.37	373.26
Non Current Liabilities						
Long-term borrowings	3.36	2.01	1.07	2.14	159.94	209.94
Other long-term liabilities	-	-	-	-	4.06	-
Long-term provisions	35.07	30.24	26.82	33.58	28.04	19.11
	38.43	32.25	27.88	35.72	192.04	229.05
Current Liabilities						
Short-term borrowings	298.20	1.49	179.94	25.52	45.50	120.13
Trade Payables	549.60	489.90	584.75	829.15	612.82	402.29
Other current liabilities	72.60	68.20	49.49	352.43	189.28	121.80
Short-term provisions	39.05	43.44	50.53	42.09	43.74	24.39
	959.45	603.03	864.71	1,249.19	891.34	668.61
Total	1,914.88	1,408.52	1,651.54	1,926.41	1,593.75	1,270.91
Non Current Assets						
Fixed assets						
Tangible assets	303.45	302.14	350.07	352.39	353.76	382.92
Intangible assets	1.60	2.24	3.66	4.61	5.08	9.25
Capital work-in-progress	9.63	11.42	0.55	3.33	17.92	10.49

(Rs. In Millions)

Particulars	31.03.2021	31.03.2020	31.03.2019	31.03.2018	31.03.2017	31.03.2016
Deferred tax asset (net)	41.23	38.13	42.18	30.04	10.55	-
Long-term loans and advances	130.91	147.10	81.09	43.96	39.15	62.62
Other Non current assets	-	-	-	-	-	0.20
	486.82	501.03	477.56	434.33	426.46	465.48
Current assets						
Inventories	297.13	254.55	177.75	322.18	318.48	251.75
Trade receivables	1,039.45	480.44	820.57	929.58	716.99	420.84
Cash and bank balances	50.65	140.24	97.16	157.56	27.55	39.87
Short-term loans and advances	25.39	32.24	75.85	80.40	104.24	90.62
Other current assets	15.44	0.02	2.66	2.36	0.05	2.37
	1,428.06	907.49	1,173.99	1,492.08	1,167.29	805.44
Total	1,914.88	1,408.52	1,651.54	1,926.41	1,593.75	1,270.91
Statement of Accounting Ratios of the Company	-	-	-	-	-	-
Particulars	31.03.2021	31.03.2020	31.03.2019	31.03.2018	31.03.2017	31.03.2016
EBIDTA Rs.*	242.44	98.79	260.07	260.78	258.48	165.08
EBIDTA % to Net Product Sales	9.87	4.79	8.82	8.29	9.82	8.48
Return on Net Worth (%)	15.68	1.85	15.48	20.44	26.86	17.11
Net Asset Value per share (INR)	151.62	127.85	125.49	106.07	84.39	61.72

*Includes interest income

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

CIN: U32109KA1984PLC079103

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

Phone: 080 67888300

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

NOTICE

NOTICE is hereby given that the Thirty-Seventh (37th) Annual General Meeting ("**AGM/Meeting**") of the Members of Schneider Electric President Systems Limited ("**Company**") will be held on Monday, September 20, 2021 at 3.30 p.m.(IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."
2. To re-appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation and being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sugata Sircar (DIN: 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 Non-Executive Director of the Company, liable to retire by rotation."
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of Forty-Second (42nd) Annual General Meeting and to fix their remuneration, and in this regard, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments(s) thereof, for the time being in force and subject to all the applicable laws and regulations and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s S.R. Batliboi & Associates LLP, (Reg. No.101049W/E300004), for a period of five (5) years, from the conclusion of this Thirty-Seventh (37th) Annual General Meeting till the conclusion of the Forty-Second (42nd) Annual General Meeting of the Company at such remuneration (exclusive of applicable Taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), fixed by the Audit Committee and/or Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider, the appointment of Mr. Sachin Bhalla (DIN: 07325708) as a Non-Executive Director of the Company and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Article of Association of the Company, Mr. Sachin Bhalla (DIN: 07325708), 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 August 01, 2021 and who holds office up to the date of this 37th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."
5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 110,000/- (Indian Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2022 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified."
6. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme and in this regard, if thought fit, to 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 Scheme to the employees of the Company during the financial year 2021-2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make modifications, suspend, withdraw or revive the Scheme as suggested by the 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 Whole-Time Director(s)/ Non-Executive Directors(s), Key Managerial Personnel(s) of the Company and to approve such number of shares and at such price, in such a manner, during such period in one or more tranches as it may deem fit under the Scheme.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any Committee of Directors of the Company or to any office 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.”

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

Date: July 30, 2021

Place: Bengaluru

Sapna Bhatia
Company Secretary
ACS: 32349

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

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses to be transacted at the 37th Annual General Meeting (“37th AGM”) is annexed hereto. The Board of Directors of the Company at its meeting held on July 30, 2021, considered that the special businesses under Item Nos. 4 to 6 being unavoidable, be transacted at the 37th AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 37th AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**
 - (a) In view of the ongoing pandemic COVID-19, prevailing in the Country and restrictions imposed by the Government, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted to hold the Annual General Meeting for the financial year 2020-2021 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, the 37th AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder and MCA Circulars and hence, Members can attend and participate in 37th AGM through VC/ OAVM, being provided by the Company. The deemed venue for the 37th AGM shall be the Registered Office of the Company at 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka.
 - (b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 37th AGM through VC/OAVM facility and e-Voting during the 37th AGM.
 - (c) Members attending the 37th AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - (d) Pursuant to provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules 2014, (as amended), and the MCA Circulars, the Company has engaged the services of KFin Technologies Private Limited (“KFinTech”) for conducting AGM through VC/OAVM along with the facilitation of e-Voting to enable the members to cast their votes electronically using remote e-Voting system as well as e-Voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notice with instructions.
 - (e) The 37th AGM will be conducted through VC/OAVM, allows two-way teleconferencing for the ease of participation of the Members. Members may join the 37th AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 37th AGM on Monday, September 20, 2021.

- (f) Members may note that the VC/OAVM facility, provided by Kfintech, allows participation of at least one thousand (1000) Members, basis on first-come-first serve. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 37th AGM without any restriction on account of first-come-first-serve principle.
- (g) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.
- (h) In compliance with the aforesaid MCA Circulars, Annual Report 2020-2021 including the Notice ("Annual Report 2020-2021") is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 20, 2021, i.e. the Record Date fixed by the Company for the purpose of sending the Annual Report 2020-2021 to the Members of the Company.

In line with the MCA Circulars, the Members may note that the Annual Report 2020-2021 will also be available on the Company's website at www.schneiderelectricpresident.com and on the website of Kfintech, i.e. <https://evoting.kfintech.com>

- (i) Since the 37th AGM will be held through VC/OAVM facility, the Route Map and attendance slip are also not annexed to this Notice.

3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 37th AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company Secretary at sapna.bhatia@se.com or RTA at gamare@uniseq.in or to Kfintech at evoting@kfintech.com.
- (b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company Secretary at sapna.bhatia@se.com or Registrar & Share Transfer Agents, Universal Capital Securities Private Limited (RTA) at gamare@uniseq.in or to Kfintech at evoting@kfintech.com.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 37TH AGM ARE AS UNDER:

- (a) Upon declaration by the Chairman about the commencement of e-Voting at 37th AGM, members shall click on the Thumb sign on the left bottom corner of the video screen for voting at the 37th AGM, which will take them to the "instapoll" page.
- (b) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (c) Only those Members, who will be present in the 37th AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 37th AGM.
- (d) The Members who have cast their vote by remote e-Voting prior to the 37th AGM may also participate in the 37th AGM through VC/OAVM but shall not be entitled to cast their vote again.

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 37TH AGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Members will be provided with a facility to attend the 37th AGM through video conferencing platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for 37th AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- (b) Please note that the Members who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- (c) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- (d) Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
- (e) The Company has made all efforts to arrange the VC/OAVM meeting smoothly. However, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (f) Members, who would like to express their views or ask questions on the financial statements of the Company or any other matter to be placed at the 37th AGM, during the 37th AGM, will have to visit <https://emeetings.kfintech.com/> and click on "Post your Questions" or register themselves as **Speaker by clicking on "Speaker Registration"** by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Friday, September 17, 2021 from 09:00 a.m. (IST) till Sunday, September 19, 2021 up to 05:00 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 37th AGM.

- (g) A video guide assisting the members for attending the 37th AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>
- (h) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37th AGM through VC/OAVM facility.
- (i) Members who need technical assistance before or during the 37th AGM, may contact KFintech at evoting@kfintech.com or helpline at 1800 309 4001 (toll free).

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

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

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Friday, September 17, 2021
End of remote e-Voting	Up to 5:00 p.m. (IST) on Sunday, September 19, 2021

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

- (b) Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Monday, September 13, 2021, i.e. the “Cut-off Date”** shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 37th AGM. Any person who is not a Member on the Cut-off Date should treat the notice for information purposes only.

- (c) **Process and manner for remote e-Voting:**

The individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

Login method for e-Voting:

I. Individual members (holding securities in demat mode) login through Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com/</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/ or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP (E-Voting Service Provider) where the e-Voting is in progress.</p>

II. Individual Members (holding securities in demat mode) login through their Depository Participant.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

III. Login method for Non-Individual Members and Members holding securities in Physical Form

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com/> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric President Systems Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rupesh@cacsindia.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login.
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 37th AGM and holds shares as on the Cut-off Date can obtain the login ID and password by sending a request at evoting@kfintech.com or sapna.bhatia@se.com. However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- Mr. Rupesh Aggarwal (ACS 16302 and CP 5673), failing him Mr. Shashikant Tiwari (ACS 28994 and CP 13050), Practicing Company Secretaries from M/s Chandrasekaran Associates have been appointed as the Scrutinizer to scrutinize the e-Voting in a fair and transparent manner and have communicated their willingness to be appointed and will be available for same purpose.
- During the 37th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at 37th AGM, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 37th AGM and announce the starting of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 37th AGM.
- The Scrutinizer shall after the conclusion of e-Voting at the 37th AGM, first download the votes cast at the 37th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within forty eight (48) hours from the conclusion of the 37th AGM, who shall then countersign and declare the Result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.schneiderelectricpresident.com and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairman or a person authorized by him.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 14, 2021 to Monday, September 20, 2021 (both days inclusive).
9. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 37th AGM.
10. The relevant information regarding particulars of Directors seeking appointment/re-appointment in terms of SS-2 are annexed as Annexure- I to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder.
11. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

13. Appeal to Shareholders:

(i) DEMAT

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

(ii) REGISTRATION OF NOMINATION AND BANK MANDATE

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

(iii) ELECTRONIC COMMUNICATION

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

(iv) GENERAL REQUEST

At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes if any pertaining to name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;

Do not share your demat account login and password and retain the relevant instruction slips in safe custody;

Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.

14. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
15. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at sapna.bhatia@se.com.
16. In adherence to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the ("IEPF Rules"), 20,758 equity shares of Rs. 10 each in respect of which dividend have not been claimed by the shareholders or unclaimed for a period of consecutive seven (7) years were transferred to the demat account of Investors Education and Protection Fund (IEPF) as per the details given hereunder:

FY 2008-2009		
SHARES HELD	NO. OF RECORDS	No. OF SHARES
NSDL	1	1
CDSL	3	173
Physical Form	38	11367

Total	42	11541
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FY 2009-2010		
SHARES HELD	NO. OF RECORDS	No. OF SHARES
NSDL	8	976
CDSL	1	1
Physical Form	26	8240
Total	35	9217

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

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

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

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have appointed Mr. Sachin Bhalla (DIN: 07325708) as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company with effect from August 01, 2021, liable to retire by rotation.

As an Additional Director, Mr. Sachin Bhalla holds office till the date of this 37th AGM and is eligible for being appointed as a Non-Executive Director.

The Company has received a notice from a member in terms of Section 160 of the Act, signifying their intention to propose the candidature of Mr. Bhalla for the office of Director of the Company.

Mr. Sachin Bhalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given required disclosures and consent for his appointment as Director of the Company.

Mr. Sachin Bhalla has over 20 years of Leadership Experience in multinationals, in & outside India. He is a Bachelor of Technology (Mechanical Engineering) from Indian Institute of Technology (IIT), Delhi, India and he has done Post-Graduate Program in Management (Silver Medalist) from Indian School of Business (ISB), Hyderabad, India.

He is associated with Schneider Electric India since January 2011 and currently, working as Marketing Head for Luminous Business and is responsible for market share growth, profitability improvement, marcom, ecommerce and solarbyLuminous.com at Luminous. During the tenure, he has held various positions as Head Strategy and was responsible for strategy development and strategy execution for various business of Schneider Electric in India, Sri Lanka and Bangladesh. In October 2015 he was assigned the role of VP, Channel Development, Retail business and was responsible for driving the transformation of Schneider Electric retail business in Middle East, Turkey, India, Australia, New Zealand and Hong Kong.

Prior to employment with Schneider, he has worked with McKinsey & Company, India and Sapient Corporation, India. His diverse roles include Strategy for Energy Company, Capex reduction program, setting up of Business/ BPO/ Startups & Implementing Business Strategies, Due Diligence for Private Equity etc.

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

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

Except, Mr. Sachin Bhalla, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 37th AGM.

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

ITEM NO. 5

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on July 30, 2021 approved the re-appointment of M/s. Rao Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2021-2022 at a remuneration of INR 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the 37th AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the accompanying Notice of the 37th AGM.

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

ITEM NO. 6

Schneider Electric, at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan ("WESOP") Scheme (the "Scheme") for its employees, whereby employees of the Schneider Group have the option to subscribe the shares of the Schneider Electric, France ("SE France"), the Ultimate Holding Company as employees of the group company. This WESOP 2020-2021 has been re-established after a year-long wait, exceptional interruption due COVID-19 Pandemic crisis for the financial year 2021-2022.

The Scheme is available worldwide for Schneider Electric group employees. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees 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.

The Board of Directors of your Company in its meeting held on July 30, 2021 approved participation of employees of the Company including Directors and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Companies Act, 2013 ("the Act") and the rules made thereunder.

This scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The full scheme is available for inspection by the members electronically and shall remain open during the 37th AGM.

All 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 set out at Item No. 6 of the Notice for approval of the Members.

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

Date: July 30, 2021
Place: Bengaluru

Sapna Bhatia
Company Secretary
ACS: 32349

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

Annexure I

Information of Director(s) seeking appointment/re-appointment at this 37th AGM of the Company in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Director/ Particulars	Mr. Sugata Sircar	Mr. Sachin Bhalla
Director Identification Number (DIN)	01119161	07325708
Date of Birth (Age in Years)	December 20, 1963 (57 years)	May 20, 1979 (42 years)
Date of First Appointment	November 13, 2014	August 01, 2021
Expertise in specific functional area	Business performance management, strategy, and business decision support, Business Planning and Strategy, Leadership, Risk Management, Processes and Controls and other areas in Finance	Expertise in market share growth, profitability improvement, marcom, ecommerce, Capex reduction program, setting up of Business / BPO/ Startups & Implementing Business Strategies, Due Diligence for Private Equity etc.
Qualifications	FCA	B. Tech (ME) and MBA
Experience	32 years	25 years
List of Companies in which Directorship is held	<ol style="list-style-type: none"> Schneider Electric Systems India Private Limited Eurotherm India Private Ltd. Schneider Electric Infrastructure Limited Spreading Happiness Indiya Foundation Schneider Electric Private Limited Energy Grid Automation Transformers and Switchgears India Private Limited Schneider Electric Solar India Private Limited Schneider Electric Lanka Private Limited 	<ol style="list-style-type: none"> Schneider Electric IT Business India Private Limited¹ Spreading Happiness Indiya Foundation
Chairman/Member of Committee (s) of Board of Directors of Other Companies	<ol style="list-style-type: none"> Schneider Electric Infrastructure Limited <ul style="list-style-type: none"> Audit Committee (Member) Finance and Banking Committee (Member) Energy Grid Automation Transformers and Switchgears India Private Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee (Member) Schneider Electric Private Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee (Member) 	None
No. of Shares held in the Company	NIL	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Terms and Conditions of Appointment/ Reappointment	Appointed as Non-Executive Directors	
Remuneration sought to be paid/ last drawn	NIL	NIL
Number of Meetings of Board held/ attended during the year	4	1 ²

¹Mr. Sachin Bhalla has been appointed as an Additional Director & Managing Director on the Board of Schneider Electric IT Business India Private Limited effective from August 01, 2021.

²Mr. Sachin Bhalla has been appointed as Non-Executive Director effective from August 01, 2021 through Resolution by Circulation approved by the Board of Directors on June 02, 2021 and attended the Board Meeting as an Invitee.

BOARD'S REPORT

Dear Members,

Your Directors take pleasure in presenting the 37th Annual Report on business and operations of the Company together with Audited Financial Statements for the financial year ended March 31, 2021.

1. Financial Results

(INR in Millions)

Particulars	Financial Year 2020-2021	Financial Year 2019-2020
Gross Revenue from Operations	2532.19	2143.84
Net Revenue	2536.02	2151.32
Earnings before interest and Depreciation (EBITDA)	242.44	98.79
Less: Interest	5.57	7.66
Less: Depreciation	46.68	54.79
Profit / (Loss) before Tax	190.19	36.34
Less: Provision for Tax	49.53	-17.99
Less: Deferred Tax	-3.10	-4.05
Profit After Tax	143.76	14.30

2. Financial Performance and State of the Company's Affairs

The Net Revenue of the Company was at INR 2536.02 Million as compared to INR 2151.32 Million in the previous year. The Profit after Tax was at INR 143.76 Million compared to INR 14.30 Million in the previous year.

Net Sales Turnover increased by 18% over the previous year.

3. Dividend

After careful assessment of the fund requirement of your Company for the ongoing business and future growth, the Board of Directors have decided not to recommend the dividend for the financial year end March 31, 2021.

4. Reserves

The details of reserves are provided under the note of equity in financial statements.

5. Public Deposits

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 ("the Act") read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of interest on deposits from Public was outstanding as on the date of the Balance sheet.

6. Extract of Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return of the Company as per Section 92(3) of the Act can be accessed from the website <http://www.schneiderelectricpresident.com/investors/annual-return-2>.

7. Board of Directors

At the year ended March 31, 2021, the Board has seven (07) directors comprising of four (04) Non-Executive Directors including one (01) Women Director; two (02) Independent Directors; and one (01) Executive Director.

There were no changes in the Board composition during the year under review.

As on the date of this Report, the Board, on the recommendation of the Nomination & Remuneration Committee (NRC) have approved the appointment of Mr. Sachin Bhalla (DIN 07325708) as Additional Director (Non-Executive) with effect from August 01, 2021 vide Resolution passed by circulation on June 02, 2021, who holds office up to the date of the ensuing 37th Annual General Meeting (AGM).

The appointment of Mr. Sachin Bhalla is subject to the approval of the Members at this forthcoming 37th AGM.

Re-appointment

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. Sugata Sircar (DIN: 01119161), Director, retires by rotation and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Sircar, the Board believes that his re-appointment will immensely benefit the Company. The Board recommends his re-appointment.

Brief profile of Mr. Sachin Bhalla and Mr. Sugata Sircar along with the details required pursuant to the provisions of the Act read with the Secretarial Standard-2 on the General Meetings issued by the Institute of Company Secretaries of India are given in the Notice of AGM. Attention of the members is invited to the relevant items in the Notice of AGM.

The profile of Board of Directors can also be accessed at Companies website at <http://www.schneiderelectricpresident.com/investors/board-of-directors>.

None of the Directors of your Company are disqualified for being appointed/re-appointed as the Directors in terms of Section 164(2)(a) and (b) of the Act.

8. Board Meetings and Annual General Meeting

The Board of Directors of the Company met four (4) times, viz. June 23, 2020, July 20, 2020, November 06, 2020 and March 03, 2021, during this financial year 2020-2021. The gap intervening between two meetings of the Board did not exceed one hundred and twenty (120) days.

The composition and category of Directors, attendance of each Director at the Board Meetings as at March 31, 2021 and the last Annual General Meeting, is tabulated hereunder:

S. No.	Name of Director	Category of Directorship	Number of Board meetings held during their tenure	Number of Board meetings attended	Attendance at the last AGM held on September 18, 2020
1	Mr. Ranjan Pant	Chairman, Non Executive Independent Director	4	4	Yes
2	Mr. RR Nair	Non-Executive Independent Director	4	4	Yes
3	Mr. Mohamed Adil	Whole-Time Director	4	4	Yes
4	Ms. Rachna Mukherjee	Non-Executive Director	4	4	Yes
5	Mr. Srinivasa Narasimhan	Non-Executive Director	4	4	Yes
6	Mr. Sugata Sircar	Non-Executive Director	4	4	Yes
7	Mr. Swaminathan Venkatraman	Non-Executive Director	4	4	Yes

During the year under review, the Board has approved two (2) resolutions, through circulation on May 06, 2020 and May 26, 2020.

The Company has organised and conducted its Board, Committee and Annual General Meetings for the financial year 2020-2021 through Audio Visual conference facility in compliance with Companies Act 2013 and other applicable norms issued by the Ministry of Corporate Affairs due to COVID-19 Pandemic.

9. Criteria of Independence and Declaration from Independent Directors

The NRC and the Board assesses the independence of Directors at the time of appointment / re-appointment pursuant to the criteria laid down by the Company in line with the requirements of the Act. Determination of independence is being re-assessed annually and as and when any new interests or relationships are disclosed by the Director.

The Company has received necessary declaration from the Independent Directors confirming that they meet the criteria of Independence as laid out under Section 149(6) of the Act.

10. Key Managerial Personnel(s) (KMPs)

During the year under review, Ms. Priyanka Gupta, resigned from the post of Company Secretary w.e.f. June 09, 2020 and relinquished her position of Key Managerial Personnel (KMP) w.e.f. the said date.

On recommendation of the NRC, the Board appointed Ms. Urvashi Bhatia as the Company Secretary of the Company w.e.f. June 23, 2020 and designated as the Key Managerial Personnel (KMP) as per Section 203 of the Act.

Ms. Urvashi Bhatia, resigned from the post of Company Secretary w.e.f. December 17, 2020 and relinquished her position of Key Managerial Personnel (KMP) w.e.f. the said date.

On recommendation of the NRC, the Board of Directors approved the appointment of Ms. Sapna Bhatia as Company Secretary w.e.f. March 03, 2021 and designated her as the Key Managerial Personnel (KMP) under Section 203 of the Act.

After the closure of the financial year and as on date of this Report, the following are the KMPs of the Company:

1. Mr. Mohamed Adil, Whole-Time Director
2. Ms. Sapna Bhatia, Company Secretary

11. Annual Evaluation of Board's Performance, Performance of its Committees, Chairman and Individual Directors

The Company has devised a formal process for annual evaluation of performance of the Board, its Committees, Chairman and Individual Directors ("Board Evaluation") which include criteria for performance evaluation of non-executive and executive directors as laid down by the NRC and the Board of Directors of the Company.

The Board of Directors has carried out an annual evaluation of its own performance, performance of the Directors individually, Chairman as well as the evaluation of the working of its Committees, pursuant to the provisions of the Act.

Feedback was sought from each Director about their views on the performance of the Board, covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with external stakeholders.

Feedback was also taken from every Director on his/her assessment of the performance of each of the other Directors and about the performance of every Committee of the Board and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The evaluation was carried out through tailored questionnaires which were pragmatically structured to draw out significant issues that were relevant to the Board; each of the Board Committees and the individual directors to assist in identifying any areas for improvement.

The outcome of the Board evaluation was discussed by the NRC and the Board at their respective meetings held on July 30, 2021.

Overall, the review determined that the Board has been functioning as a unified body which is well engaged with different perspectives and contributing to the organizational goals. However, the Company requires to further focus on the improvement in the areas pertaining to financial performance, Strategic planning and Risk assessments. The Members recorded their overall satisfaction on the board evaluation process.

12. Remuneration Policy

In terms of the provisions of Section 178(3) of the Act, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The Board, on the recommendation of the NRC, has framed a policy on remuneration, to be paid to directors, key managerial personnel and other employees including criteria for appointment of directors on the Board of the Company.

During the year under review, there have been no changes to the Policy. The Policy may be accessed from the Company's website at <http://www.schneiderelectricpresident.com/investors/policies>.

13. Board Committees

The Board has constituted various statutory and non-statutory committees to focus on certain specific areas and to take informed decisions. These Committees have defined roles and operate under their terms of reference as defined by the Board. The Committees are duly constituted under the requirements of the Act.

The following Statutory Committees constituted by the Board, functions according to their respective roles and defined scope:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders Relationship Committee

In addition to above, the Board has also constituted Finance Committee inter-alia to take care of the day to day banking operations of the Company.

The details of the composition of the Committees as on March 31, 2021 are as under.

Audit Committee	Nomination and Remuneration Committee
Mr. Ranjan Pant, Chairman Mr. RR Nair Mr. Sugata Sircar	Mr. RR Nair, Chairman Mr. Ranjan Pant Ms. Rachna Mukherjee
Corporate Social Responsibility Committee	Stakeholder's Relationship Committee
Mr. RR Nair Mr. Sugata Sircar Mr. Swaminathan Venkatraman	Mr. Ranjan Pant, Chairman Mr. Sugata Sircar Mr. Swaminathan Venkatraman
Finance Committee	
Mr. Sugata Sircar Mr. Swaminathan Venkatraman Mr. Srinivasa Narasimhan	

The details with respect to powers, roles, terms of reference, no. of meetings etc. of the Committee(s) held during the financial year 2020-2021 and attendance of the members at each Board Committee(s) are as under:

(A) Audit Committee

As on March 31, 2021, the Audit Committee of the Board comprises of three (03) Non-Executive Directors, out of which two (02) are Independent Directors. The composition of the Committee is in compliance with the provisions of Section 177 of the Act. The Chairperson of the Audit Committee is a Non-Executive Independent Director. All the members of the Audit Committee are financially literate. The Audit Committee met four (04) times viz. June 23, 2020, July 20, 2020, November 06, 2020 and March 03, 2021, during the financial year. The details of the composition, attendance etc. are given in table below.

The Internal Auditor, Statutory Auditors and Cost Auditors are invited to the meetings on requirement basis.

Audit Committee: Composition, Meetings and Attendance Details:

Sl. No.	Name of the Members	Number of Meetings held during the Year	Number of Meetings Attended	% Percentage
1	Mr. Ranjan Pant (Chairman)	4	4	100
2	Mr. RR Nair	4	4	100
3	Mr. Sugata Sircar	4	4	100

The role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act, besides other terms as referred by the Board of Directors.

Key Responsibilities of the Audit Committee inter-alia, includes:

- (i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditor(s) of the Company.
- (iii) Approval of payment of fee to statutory auditors for any non-audit services rendered by the statutory auditors.
- (iv) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- (v) Examination of the financial statement and the auditors' report thereon.
- (vi) Approval or any subsequent modification of transactions of the Company with related parties.
- (vii) Scrutiny of inter-corporate loans and investments.
- (viii) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (ix) Evaluation of internal financial controls and risk management systems.
- (x) Monitoring the end use of funds raised through public offers and related matters, if any.
- (xi) Adequacy of the internal audit function and to discuss significant internal audit findings. and
- (xii) Reviewing reasons for the substantial defaults in the payment to depositors, shareholders and creditors, if any and review the function of the Whistle Blower Mechanism.

(B) Nomination and Remuneration Committee

As on March 31, 2021, the Nomination and Remuneration Committee (NRC) of the Board comprises of three (03) Non-Executive Directors, out of which two (02) are Independent Directors. The Chairperson of the NRC is a Non-Executive Independent Director. The Composition of the Committee is in compliance with the provisions of Section 178 of the Act.

During the financial year 2020-2021, the Committee met three (3) times viz June 23, 2020, July 20, 2020 and March 03, 2021. The details of the composition, attendance etc. are given in table below :

Nomination and Remuneration Committee: Composition, Meetings and Attendance Details:

Sl. No.	Name of the Members	Number of Meetings held during the Year	Number of Meetings Attended	% Percentage
1	Mr. RR Nair (Chairman)	3	3	100
2	Mr. Ranjan Pant	3	3	100
3	Ms. Rachna Mukherjee	3	3	100

The role and terms of reference of the NRC covers the areas as contemplated under Section 178 of the Act, besides other terms as referred by the Board of Directors.

Key Role and Responsibilities of the Nomination and Remuneration Committee inter-alia, includes:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management position and recommend to the Board of Directors their appointment and removal.
2. Conduct an annual evaluation of overall effectiveness of the Board, the Committee(s) of the Board, Chairman and the performance of each director.
3. To recommend the remuneration policy and remuneration of Directors, Key Managerial Personnel and other Senior Management.
4. Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notifications, amendments, or modifications from time to time. and
5. Review all human resource related issues including succession plan to Key Personnel.

(C) Stakeholder's Relationship Committee

In Compliance with the requirement of Section 178 of the Act, the board has constituted a Stakeholder's Relationship Committee (SRC). The Committee investigates redressal of complaints/ grievances of Shareholders and Investors. The Committee oversees and reviews performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

As on March 31, 2021, the SRC comprises of three (03) Non- Executive Directors, out of which one (01) is an Independent Director. The Chairperson of the SRC is a Non-Executive Independent Director. During the financial year 2020-2021, the members of the Committee met once i.e. March 03, 2021. All the members attended the meeting through VC.

(D) Corporate Social Responsibility Committee

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has constituted a Corporate Social Responsibility (CSR) Committee.

The Committee oversees, inter-alia, CSR activities and other related matters and the roles as prescribed under Section 135 of the Act which includes formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, as per Schedule VII of the Act, recommending the amount of CSR budget or expenditure to be incurred during the year, formulating and monitoring of the plan as per the CSR Policy of the Company etc. The Company's policy on CSR can be accessed at <http://www.schneiderelectricpresident.com/investors/policies>.

As on March 31, 2021, the CSR Committee comprises of three (03) Non-Executive Directors, out of which one (01) is an Independent Director. There is no appointed chairperson for the CSR Committee. During the financial year 2020-2021, the Committee met twice on June 23, 2020 and July 20, 2020. The details of the composition, attendance etc. forms part of the Annual Report on CSR Activities annexed as **Annexure I**.

During the year under review, the Company has approved two (2) resolutions, passed by circulation on May 06, 2020 and October 28, 2020.

(E) Finance Committee

To facilitate seamless operations and cater to various day-to-day requirements, the board has formed a functional Committee known as the Finance Committee. The Committee meets as and when deemed necessary to cater to the day to day requirements of the Company. The Committee comprises of three (03) Non-Executive Directors. During the year, the committee has not conducted any meeting.

The Committee operates within the overall responsibilities and powers entrusted by the Board.

14. Risk Management

As a proactive measure, the Company has put in place Risk Minimization and Assessment Procedures. The objective of any risk identification and assessment process is to evaluate the combination of likelihood and level of negative impacts from an event. The three main components of a risk assessment are business risk, service/operational risk, and external risk.

The Company manages the risk in line with current risk management best practices. The Audit Committee of the Company takes note of each risk as identified from time to time as per internal audit and placed in meetings for consideration, discussion on the strategies based on the inputs, received from the members of the committee, before execution of mitigation plans. This facilitates the achievement of our objectives, operational effectiveness and efficiency, protection of people and assets, informed decision making and compliance with applicable laws and regulations.

15. Auditors

(i) Statutory Auditors and Audit Report

M/s S.R Batliboi & Associates, LLP, Chartered Accountants (Reg. No.101049W/E300004), Statutory Auditors of the Company, were appointed by the Shareholders of the Company at their 32nd Annual General Meeting (AGM) held on September 29, 2016 for a period of five (05) years, from the conclusion of the 32nd AGM until the conclusion of the 37th AGM of the Company.

The Report given by the Auditors on the Financial Statements of the Company for financial year 2020-2021 forms part of this annual report. There has been no qualification, reservation, adverse remarks or disclaimer given by the Auditors in their report including ICFR except qualification on reconciliation of vendor liabilities and emphasis of matter on pending litigation with SEBI. The Management is in process of taking necessary steps in this regard. Further, the Auditors Report being self-explanatory does not call for any further comments from the Board of Directors.

During the year under review, no instances of fraud has been reported by the Statutory Auditors under Section 143(12) of the Act and the rules framed thereunder, neither to the Company nor to the Central Government.

The term of the Statutory Auditors M/s S.R Batliboi & Associates, LLP, Chartered Accountants is expiring on this 37th AGM of the Company and accordingly, the Board, on recommendation of the Audit Committee, has considered and approved the appointment of M/s. S.N. Dhawan & Co LLP, Chartered Accountants (Firm Registration No. 000050N/N500045), as the Statutory Auditors of the Company for a period of five (05) years, from the conclusion of 37th AGM until the conclusion of 42nd AGM. The said appointment is subject to approval of the Shareholders and resolution proposing appointment forms part of the notice of the 37th AGM. The Company has received, the consent and eligibility certificate from the proposed Statutory Auditors under Section 139 and 141 of the Act read with relevant rules thereon.

(ii) Cost Auditors

Pursuant to the provision of Section 148 of the Act and applicable Rules as amended from time to time, the Company is required to maintain cost records and accordingly, such accounts are being made and records has been maintained in respect of the applicable products for the financial year ended March 31, 2021.

On the recommendation of Audit Committee, the Board of Directors have re-appointed M/s. Rao, Murthy & Associates, Cost Accountants, Bengaluru (ICWA Registration No. 000065) as Cost Auditors to audit the cost records of the Company for the financial year 2021-2022. As per the requirement of the Act, a resolution seeking members' approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the 37th AGM.

A Certificate from M/s. Rao, Murthy & Associates has been received to the effect that their appointment as Cost Auditors of the Company, would be in accordance with the limits as specified under Section 141 of the Act and Rules made thereunder.

(iii) Secretarial Auditors and Secretarial Audit Report

The Board has appointed M/s Chandrasekaran Associates, Practicing Company Secretaries, New Delhi (ICSI Firm Registration No. PI988DE002500) to conduct the Secretarial Audit of the Company for the financial year 2020-2021 as required under Section 204 of the Act and rules made thereunder. The Secretarial Audit Report for the financial year 2020-2021 is attached as **Annexure II** to the Board's Report.

The table below contains the observations marked as qualifications in the Secretarial Audit Report along with the management's response:

Sl. No.	Observations	Management's Response
(a)	<i>Delayed filing of one Form (Form IEPF-2) with the Registrar of Companies</i>	<i>It is a procedural lapse and duly noted by the Management.</i>
(b)	<i>Pursuant to the provisions of section 203 of the Act, every whole-time key managerial personnel of a company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. However, the resolution(s) passed by the Board of directors for the appointment of Company Secretaries appointed during the period did not contained their remuneration in the resolution(s).</i>	<i>The Remuneration is being approved as per the internal policies of the Company with due processes. However, the observation is noted. The salary will be placed before the NRC and Board as and when the same is revised as per the Company policy for annual increments.</i>
(c)	<i>Pursuant to the provisions of section 134 of the Act, the Board's report and its annexures thereto shall be signed by its chairperson of the company if he is authorized by the Board however the chairman of the company was not authorized by the board of directors at the meeting where the board's report and its annexures thereto was approved.</i>	<i>The Management has taken the cognizance of the same and appropriate action will be taken going forward.</i>

The Board has re-appointed M/s Chandrasekaran Associates as Secretarial Auditors of the Company for the financial year 2021-2022.

(iv) Internal Audit and Internal Financial Control

The Board appointed Mr. Anurag Bothra as Internal Auditor of the Company to conduct the Internal Audit for the financial year 2020-2021.

In compliance to requirements of the Act, the Company has put in place, an independent and objective inhouse internal audit department designed to provide reasonable assurance with regards to the effectiveness and adequacy of the internal control system, processes and reliability of financial reporting. The in-house internal audit department, along with third party audit firms, provides audit assurance and consulting activities designed to add value and improve the Company's end to end processes through a systematic disciplined approach, from inception, through fieldwork, to final reporting. All five essential components of COSO framework i.e. control environment, risk assessment, control activities, information-communication and monitoring are considered while defining the control objective, as the intent is to ensure adherence to Company defined guidelines along with value addition through improvement in existing Company processes.

The Company has set up a robust risk management and Internal Control assessment framework across the organization which facilitates identification, assessment, communication and management of risk in effective manner. The audit plan for the year is based on business risk and Internal Control assessment, which is approved by the Audit Committee.

Further, as per requirements of the Act, a detailed internal financial control framework had been documented through Risk & Control Matrix (RCMs). These RCMs are reviewed and updated on an annual basis for any change in control over existing practices and procedures. Controls are further bifurcated into key and non-key controls based on business impact and documented key controls are tested annually to ensure its effectiveness.

Post control testing, a diagnostic review of the Company processes is documented and communicated, highlighting existing risks and corresponding mitigation plan with status of previously identified risks, in compliance with Internal Financial Control (IFC) guidelines.

With reference to IFC guidelines, there is a qualification in the Auditors' Report on internal financial controls over financial reporting. The details may be referred from the Auditor's Report which forms part of this Annual Report.

16. Subsidiary/ Joint Venture/ Associate Companies

The Company has no Subsidiary/ Joint Venture/ Associate Company.

17. Conservation of Energy and Technology absorption and Foreign Exchange Earnings and Outgo

The information as per the Companies relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as **Annexure III**.

18. Share Capital

The Paid-Up Equity Share Capital of the Company as on March 31, 2021 was INR 60,480,000/- (Indian Rupee Six Crore Four Lakh Eighty Thousand Only). During the year under review, there has been no change in the Equity Share Capital of the Company.

19. Status Report-Equity Shares of the Company

The equity shares of the Company were listed on the Bengaluru Stock Exchange and Pune Stock Exchange (Regional Stock Exchanges) and permitted to be traded on the Bombay Stock Exchange (BSE). Consequent to de-recognition of the Regional Stock Exchange by Securities Exchange Board of India (SEBI), BSE had suspended the trading of the equity shares of the Company effective from May 22, 2015.

As per the circular issued by SEBI for the exclusively listed companies of de-recognized stock exchanges, placed in the Dissemination Board, Schneider Electric South East Asia (HQ) Pte Ltd. ("the Promoter") had provided an exit offer on February 14, 2017 to the public shareholders of the Company at an offer price of INR 200.40 per share. The offer price was as per the valuation carried out by an independent valuer empaneled with the National Stock Exchange (NSE) as per the circular issued by SEBI.

The public shareholders had an option to tender their shares to the Promoter until March 11, 2018 at the said price. In the exit offer provided to the public shareholders of the Company, 344 shareholders have tendered 331,939 equity shares i.e. (5.49% of the total share capital of the Company) to the Promoter of the Company.

In respect of the exit offer given, an appeal was filed by certain public shareholders ("Appellants") of the Company before the Securities Appellate Tribunal ("SAT") contending that SEBI has failed to consider the issues raised by the Appellants in their SCORES complaint and the SEBI Circulars regarding exit of regional stock exchanges and Exclusively Listed Companies (ELCs) and further contending that the fair value price calculated as per the valuation report was incorrect.

SAT after considering the submissions made by the parties, disposed of the Appeal vide its order dated November 26, 2019 ("Order") and directed SEBI to consider the issues raised by the Appellants and pass a reasoned order within three (3) months from the date of Order. In furtherance to this, on February 07, 2020, SEBI filed a Review Application before SAT seeking review of its Order, which was dismissed by SAT on February 21, 2020 and passed an order remanding the matter to SEBI, to reconsider the complaint and pass a reasonable order.

SEBI aggrieved by the SAT Order, approached the Hon'ble Supreme Court in Civil Appeal. Hon'ble Supreme Court by its order dated October 15, 2020 dismissed SEBI's appeal with a direction to SEBI, to decide the matter 'without being influenced by any observations made by SAT.

SEBI passed an Order dated January 19, 2021 and revised order dated January 21, 2021 ("SEBI Order") disposing of the complaints and, inter alia, directed the Company (SEPSL) to either:

- (i) list the equity shares of the Company on a nationwide stock exchange; or
- (ii) delist the Company in terms of the Delisting Regulations within a period of six (6) months from SEBI Order.

SEBI further directed that Company shall provide an opportunity to the shareholders who have tendered their shares in the exit offer (which closed on March 10, 2017) to buy back the shares at the exit price of INR 200.40/- per share.

The Company on advice of its law firm, representing before the Authorities, had filed a Writ Petition with Hon'ble Bombay High Court against the SEBI order dated January 19, 2021. The Hon'ble High Court by its order dated February 15, 2021 has directed the Company to approach the SAT in an Appeal, to review of the Order passed by the SEBI with an observation that the SAT shall not be influenced with its earlier order and dismissed the Writ petition.

The Company filed an appeal before the SAT in Appeal (L) No. 128 of 2021.

The matter is sub-judice and is listed for hearing on September 02, 2021.

As on March 31, 2021, Schneider Electric South East Asia (HQ) Pte Ltd. (the "Promoters") of the Company hold 80.49% of the total share capital of the Company.

20. Related Party Transactions

The Company has formulated a policy on Related Party Transaction pursuant to provisions of the Companies Act, 2013 and rules made thereunder and may be referred from the website of the Company at <http://www.schneiderelectricpresident.com/investors/policies>.

All transactions entered with the Related Parties during the financial year 2020-2021 were on arm's length basis and in ordinary course of business. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

21. Particulars of Employees

The statement of Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules) in respect of the employees of the Company are provided in the prescribed format and annexed as **Annexure IV** to this Report

22. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board confirms that:

- a) in the preparation of the annual accounts of the Company for the financial year ended March 31, 2021, the applicable accounting standards has been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively except for reconciliation of vendor liabilities. Management is in the process as taking corrective action in this regard;
- f) they have devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively, and
- g) the Company has complied with the Secretarial Standards-1 (Meetings of Board of Directors), and Secretarial Standards-2 (General Meetings) issued and amended from time to time, by the Institute of Company Secretaries of India.

23. Particulars of Loans, Guarantees or Investments

The details of Loans, Guarantees and Investments are given in the Schedule and Notes to the Financial Statements.

24. Material Changes and Comments affecting the Financial Position of the Company after March 31, 2021

No material changes and commitments affecting the financial position of the Company occurred after the end of the financial year ended March 31, 2021 till the date of this report except as stated in this report.

25. Details of significant and Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's Operation in future

During the year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

26. Disclosure under the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules as amended up to date, the Company has constituted Internal Complaints Committees (ICCs).

ICCs have been given the responsibility to receive and address the complaints received, if any, at all locations where the Company is present. The Company has also taken steps to create awareness about familiarization to the said policy.

A report if any, on these cases have been reported to the Audit Committee and Board of Directors of the Company on quarterly basis.

During the year under review, no cases were reported of alleging sexual harassment.

27. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of Section 177 of the Act read with the Rules made thereunder, the Company has formulated and implemented Vigil Mechanism for disclosing any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and other improper practice or wrongful conduct by employees or directors of the Company.

During the year under review, the Company has not received complaints relating to unethical behaviour, actual or suspected fraud or violation of Company's Principles of Responsibility (POR) from any employee or directors.

28. Buy back of Securities/ Sweat Equity/ Bonus Shares

The Company has neither bought back any of its securities nor issued any sweat equity or bonus shares during the year under review.

29. Code of Business Conduct and Ethics of the Company - Principles of Responsibility

The Board of the Company has adopted a Code of Conduct and Ethics (Principles of Responsibility) for the Directors, Senior Executives and employees of the Company. The objective is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency, and honesty. It sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and with the environment in which the Company operates. The code is available on the Company's website at <http://www.schneiderelectricpresident.com/investors/code-of-conduct>.

30. Reconciliation of Share Capital Audit

In compliance with the provisions of Rule 9A sub rule 8 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Share Reconciliation Audit Form PAS-6 for the period ended September 30, 2020 and March 31, 2021 duly certified by the Practicing Company Secretary were filed with Registrar of Companies within prescribed timelines.

31. Details of Factories

The details of the Company factories are as under:

Factory	Location
Attibele Factory Unit-1	Plot No. 5C/1, KIADB Industrial Area, Attibele, Bengaluru - 562107, Karnataka
Attibele Factory Unit-2	Plot No. 6A, KIADB Industrial Area, Attibele, Bengaluru - 562107, Karnataka
Attibele Factory Unit-3	Plot No 5-D, Survey No. 106 & 108, Ichhangur Village, KIADB Industrial Area, Attibele, Bangalore - 562 107, Karnataka

32. Acknowledgement

Your Directors wish to thank all stakeholders, viz, customers, shareholders, dealers, suppliers, bankers, employees, Central and State Governments and all other business associates for the continuous support given by them to the Company and its Management.

For and on Behalf of the Board of Directors
Schneider Electric President Systems Limited

Place: New Delhi
Date: July 30, 2021

Ranjan Pant
Chairman
DIN:00005410

ANNEXURE I

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2020-2021

1. Brief outline on CSR Policy of the Company:

The Company's CSR Policy has been framed within the objectives including overview of projects prescribed under Schedule VII of the Companies Act, 2013 or programmes proposed to be undertaken as per the Vision and Objective.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation/Nature of Directorship	No. of meetings of CSR Committee ¹ held during the year	No. of meetings of CSR Committee attended during the year
1	Mr. Ramakrishna Rajasekharan Nair	Non-executive Independent Director	2	2
2	Mr. Sugata Sircar	Non-executive Director	2	2
3	Mr. Swaminathan Venkatraman	Non-executive Director	2	2

¹All Corporate Social Responsibility Committee meetings of the Company held during the financial year 2020-2021, were organised through Audio Visual means.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company: The information on CSR displayed on the website of the Company can be accessed as per below:

Composition of CSR committee : <https://www.schneiderelectricpresident.com/investors/committees-of-directors>

CSR Policy <https://www.schneiderelectricpresident.com/investors/policies>

CSR Projects: <https://www.schneiderelectricpresident.com/investors/csr-activities>

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of Companies (CSR Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (CSR Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
	Total		

6. Average net profit of the company as per section 135(5): INR 177,116,808/-

(a) 2% of average net profit of the company as per section 135(5): INR 3,542,336/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

(c) Amount required to be set off for the financial year, if any: Not Applicable

(d) Total CSR obligation for the financial year (7a+7b-7c): INR 3,542,336/-

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In Rs.)	Amount Unspent (In Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3,542,336/-	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/ No)	Location of the Project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the Current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/ No)		
				State	District						Name	CSR registration number
	Total											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/ No)	Location of the Project		Amount Spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR registration number
1	Natural Disaster relief	Sch VII (xii) disaster management, including relief, rehabilitation and reconstruction activities	Yes	PAN India	-	20,000	No	Schneider Electric India Foundation	CSR00012125
2	Electrician support (COVID relief)	Sch VII (xii) disaster management, including relief, rehabilitation and reconstruction activities	Yes	PAN India	-	60,000	No	Schneider Electric India Foundation	CSR00012125
3	PM care fund (COVID-19 relief)	Sch VII (viii) contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;	Yes	PAN India	-	300,000	Yes	-	-
4	Ex gratia to temporary employees (COVID-19 relief)	One-time exception per MCA FAQ on COVID relief expenses	Yes	Karnataka	Bengaluru	3,149,800	Yes	-	-
	Total					3,529,800			

(d) Amount spent in Administrative Overheads: INR 12,536/-

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 3,542,336

(g) Excess amount for set off, if any: Not Applicable

Sl. No.	Particulars	Amount (in Rs.)
(i)	2% of average net profit of the company as per section 135(5)	3,542,336
(ii)	Total amount spent for the financial year	3,542,336
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	-

8. (a) Details of unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount Spent in the reporting Financial Year (in Rs)	Amount transferred to any fund specified under Schedule VII as per section 135(6) if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs).	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project – Completed / On-going
	Total							

9. In case of creation or acquisition of capital asset, furnish the details; relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s), created or acquired (including complete address and location of the capital asset).

Specify the reason(s), if the company has failed to spend 2% of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board

Schneider Electric President Systems Limited

RR Nair
Chairman-CSR Committee
DIN:00202551

Swaminathan Venkatraman
Director
DIN:03139440

Ranjan Pant
Chairman-Board of Directors
DIN:00005410

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

To,

The Members,

Schneider Electric President Systems Limited

5C/1, KIADB Industrial Area,

Attibele, Bangalore-562107

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Schneider Electric President Systems Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 ("Period under review") according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; Not applicable during the period under review
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants), Regulations, 2018; Not applicable during the period under review.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): Not applicable during the period under review.
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on the sectors/ Industry are:
 - a) Electricity Act, 2003 and the Rules made thereunder.
 - b) Hazardous Wastes (Management and Handling) Rules, 1989.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as stated as under:

- a) Delayed filing of one Form (Form IEPF-2) with the Registrar of Companies.
- b) Pursuant to the provisions of section 203 of the Act, every whole-time key managerial personnel of a company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. However, the resolution(s) passed by the Board of directors for the appointment of Company Secretaries appointed during the period did not contained their remuneration in the resolution(s).
- c) Pursuant to the provisions of section 134 of the Act, the Board's report and its annexures thereto shall be signed by its chairperson of the company if he is authorised by the Board however the chairman of the company was not authorised by the board of directors at the meeting where the board's report and its annexures thereto was approved.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provision of Act for convening the meeting at shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following major events/actions have happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

- a) Consequent to De-recognition of Bangalore stock Exchange ("BSE") and Pune Stock Exchange ("PSE") in the financial year 2014-15 as Regional Stock Exchanges ("RSE") by Securities Exchange Board of India ("SEBI"), BSE had suspended the trading of the equity shares of the Company effective May 22, 2015.

As per the circular issued by SEBI for the exclusively listed companies of de-recognized stock exchanges placed in the Dissemination Board. SEBI vide its circular dated October 10, 2016, provided the Exclusively Listed Companies (ELC) in the RSE to get themselves listed in the nationwide stock exchange or make an exit offer to the public shareholders. Company chose to make an exit offer as per the procedures of the SEBI Circular dated October 10, 2016 and Schneider Electric South East Asia (HQ) Pte Ltd. ("the Promoter") had provided an exit offer on February 14, 2017 to the public shareholders of the Company at an offer price of Rs. 200.40 per share. The offer price was as per the valuation carried out by an independent valuer empanelled with the National Stock Exchange (NSE) as per the circular issued by SEBI. Total 344 Public shareholders holding 331,939 equity shares (5.49% of total shareholding) tendered their shares to the Promoter of the Company during the exit offer between 2017-18.

On March 2017, 31 Minority Shareholders of the Company ("Complainants") made a complaint to SEBI that (i) the Company should have first made an attempt to list on a nationwide stock exchange, and (ii) that the fair price of INR 200.40/- per share arrived at by the valuer is incorrect. SEBI disposed-off the complaint stating that it has provided guidelines/procedures of exit and advised the public shareholders to refer the specific guidelines. The order further provided that if the complainant has any concerns on the valuations, they may take up the matter directly with the Company or the Stock Exchanges.

Complainants challenged the SEBI order before the Securities Appellant Tribunal (SAT), wherein SAT passed an order disposing off the aforesaid Appeal and directing SEBI to reconsider the grievances raised by the Complainants and to pass a reasoned and speaking order in the matter and also clear its stand on its Circular dated October 10, 2016 (SAT Order).

SEBI being an aggrieved party from the SAT order approached the Hon'ble Supreme Court, wherein Hon'ble Supreme Court dismissed the appeal with a direction to SEBI to decide the matter 'without being influenced by any observations made by SAT'.

SEBI re-heard the minority shareholder through personal hearing scheduled on January 08, 2021. The SEBI passed an Order dated January 19, 2021 read with revised Order dated January 21, 2021 ("SEBI Order") directed the Company to either: (i) list the equity shares of the Company on a nationwide stock exchange or (ii) delist the Company in terms of the Delisting Regulations within a period of 6 months from SEBI Order. Further, the order also required the company to provide an opportunity to the shareholders who have tendered their shares the exit to buy back the shares. The Company was directed to intimate its decision to National Stock Exchange (NSE) and its shareholders as per option availed (as stated above) within a period of one month from the date of its order. i.e. February 18, 2021. However the company had filed a Writ Petition with Hon'ble Bombay High Court against the SEBI order dated January 19, 2021 on advice of its law firm, representing before the Authorities. The Hon'ble High Court has directed the Company to approach the SAT for review of the Order passed by the SEBI and have stated that the SAT must not be influenced with its earlier order and dismissed the Writ petition.

The Company filed an appeal before the SAT in Appeal (L) No. 128 of 2021. The matter is sub-judice and is listed for hearing on September 02, 2021.

For Chandrasekaran Associates
Company Secretaries

Shashikant Tiwari
Partner
Membership No. ACS 28994
Certificate of Practice No. 13050
UDIN: A028994C000622061
Date: July 19, 2021
Place: Delhi

Notes:

- i. This report is to be read with our letter of even date which is annexed as Annexure-A to this report and forms an integral part of this report.
- ii Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.

ANNEXURE-A

To,
The Members,
Schneider Electric President Systems Limited
5C/1, KIADB Industrial Area,
Attibele, Bangalore -562107

Our report of even date is to be read along with its letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries

Shashikant Tiwari
Partner
Membership No. ACS 28994
Certificate of Practice No. 13050
UDIN: A028994C000622061

Date: July 19, 2021
Place: Delhi

ANNEXURE III

A. Conservation of Energy:

1. The company production activity is moderately energy intensive. Adequate measures have been taken to optimize energy consumption with initiatives such as, LED Lighting, Day light harvesting, 5-star Level 3 loss power transformer, LTE for water recovery to name a few.
2. Following are the project in pipeline for execution to reduce energy consumption:
 - (a) **Level 3 loss Power transformer (5 Star Rated):** - The low efficiency power transformer has been converted to 5 star rated transformer to reduce the losses and obtain high efficiency with a proposed Investment INR 300,000/- (Indian Rupee Three Lakh Only).
 - (b) **New Laser Machine** with advanced technology and highspeed operations with retirement of old hydraulic CNC punching machines which was inefficient to advanced high-speed laser cutting machine with an investment of INR16,000,000/- (Indian Rupee One Crore Sixty Lakh Only).
 - (c) **Day light harvesting:** To install Sky light harvesting to reduce power consumption – Investment of INR 800,000/- (Indian Rupee Eight Lakh Only).
 - (d) **IGBT rectifier:** Conversion of Transformer rectifier to IGBT rectifier in Plating Plant with an investment of INR 800,000/- (India Rupee Eight Lakh Only).
 - (e) **Inverter AC:** Conversion of inefficient old Air conditioner to inverter-based air conditioner (4 Star Rated Air Conditioner)- Investment of INR 400,000/- (Indian Rupee Four Lakh Only).
 - (f) **VFD based air Compressor:** Converting of old air compressor 40HP to new high efficiency motor with variable speed drive leading to low energy consumption with an investment INR 1,000,000/- (Indian Rupee Ten Lakh Only).
 - (g) **Gail Gas:** - From Traditional Gas bank, changeover to Piped Gas, this will allow in reduction of wastages and optimize the consumption.
 - (h) **Wastewater recovery:** To convert the conventional evaporation method of Multiple Evaporation system to Low temperature evaporation system with RO system leading to a recovery of wastewater close to 90%.
 - (i) **STP:** Setting up of Johkasou (Domestic Wastewater Treatment System) to treat STP water with minimum energy.
 - (j) **Energy efficient Motors:** Substitution of inefficient low PF old motors to high performance motors- Investment INR 200,000/- (Indian Rupees Two Lakh Only).
3. Total energy consumption is 3800881 KWH. Consumption per unit data cannot be provided as the product configurations varies and based on the model mix, it also becomes a variable.

B. Technology Absorption

I. Research & Development

1.	Specific areas in which Research and development (R&D) is carried out by the Company	This is ongoing process in the Company.
2.	Benefits derived out of R & D as per above	New products developed which are reliable and energy efficient meeting the requirements of the various markets both domestic and global.
3.	Future of action	Development of new product range to improve product application and to cater to newer demands and markets.
4.	Expenditure on R & D a) Capital b) Recurring	Development work on products and applications is continuous in nature and is debited to profit and loss account under respective head.

II. Technology Absorption

1.	Efforts made towards technology absorption	The Company has in-house R&D Facility, in which New product development and continual improvement in products and processes is ongoing process.
2.	Benefits derived due to above	All products are designed in house, Prototypes are then developed and tested before introducing these products into the manufacturing range, the process of manufacturing established is based on the product features.

III. Details on the new product developed during the year FY 2020-2021:

- (a) Industrialized Power Monitoring Management unit with 99.5% Efficiency.
- (b) Outdoor Enclosure: Developed enclosures for Telecom application with IP55 Capability and Thermal Management, with Remote monitoring and ready to plugin DCDB for telecom equipment.
- (c) New self-contained enclosures for data centre application was developed and launched in domestic and international markets.

C. Foreign Exchange Earnings & Outgo:

		Amount in INR	
Sl. No.	Particulars	March 31 st 2021	March 31 st 2020
1	Foreign Exchange earned:		
	a) Export of goods on FOB basis	515,808,037	538,524,443
2	Foreign Exchange outgo:		
	a) Import of Raw Materials & Components	104,515,857	164,854,365
	b) Import of Traded Goods	28,332,238	62,942,800
	c) Legal and Professional fees	799,402	261,459
	d) Management fee	58,143,615	82,078,883
	e) Staff Welfare Expenses	-	13,217,750
	f) Consumables	173,110	542,005

For and on Behalf of the Board of Directors
Schneider Electric President Systems Limited

Place: New Delhi
Date: July 30,2021

Ranjan Pant
Chairman
DIN: 00005410

ANNEXURE IV

Statement of Particulars under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Top 10 employees in terms of remuneration drawn during the year (FY 2020-2021)										
Employee Name	Designation	Remuneration in FY 2020-21 (INR)	Qualifications	Date of Commencement of employment	Age (Years)	Experience (Years)	Particulars of Last Employment	Nature of Employment (Contractual/ otherwise)	% of equity shares held	Whether employee is a relative of any director of the company
Mr. Srinivas Shiva Prasad	General Manager Design & Industrialization	5,161,544	BE- Mech from Mysore university	15/03/2007	56	23	MIRC electronics-Onida	Permanent	Nil	No
Mr. Mohammed Adil	Director - Operations	4,400,196	Diploma from NTTF Bangalore	11/11/2002	44	24	Enplast Pvt Ltd	Permanent	Nil	No
Mr. Satish Kotapalli	General Manager - BD - Racks & CSD - Sales	3,851,326	BE Mechanical, PGDBM	01/04/2002	50	27	TCO (Twenty First Century Offices Pvt Ltd	Permanent	Nil	No
Mr. Deepak Mangalore	Associate General Manager - Human Resources	3,754,069	MSW in HR & IR (Master's in Social Work)	07/08/2006	46	24	Achal Industries, Sami Labs Limited, Pioneer Embroideries Limited	Permanent	Nil	No
Mr. Saravanan Perumal	Associate General Manager - Order Management	3,556,687	B. Com, MBA in Material Management	03/09/2007	49	17	Godrej & Boyce Mfg. Ltd	Permanent	Nil	No
Mr. Yallappa Thimmanna	Associate General Manager- Finance	3,161,497	B. Com, MBA Finance	19/12/2005	43	19	Amazon Envirotech Pvt Ltd	Permanent	Nil	No
Mr. Mahesh Rajanna	Associate General Manager - Operation	2,961,895	B E Mechanical	30/05/2016	58	36	Stove kraft Ltd	Permanent	Nil	No
Mr. Swaroop V	Associate General Manager Procurement	2,664,799	B E Mechanical	07/10/2013	41	19	A O Smith	Permanent	Nil	No
Mr. Manimaran A	AGM-Quality	2,585,387	B E Mechanical	02/06/2008	42	20	Turbomeca Turbochargers Industrial India Pvt. Ltd.	Permanent	Nil	No
Mr. Sham Bhat	Senior Manager - Business Development - Racks & CSD	2,531,850	BE in Mechanical Engineering	11/10/2002	51	29	Sunil Synchem Ltd	Permanent	Nil	No

B. Employees drawing a remuneration of INR 1.02 crore or above per annum and posted in India							
Employee name	Designation	Date of Commencement of employment	Age (Years)	Experience (Years) Before Schneider	Particulars of Last Employment	Nature of Employment (Contractual/ otherwise)	% of equity shares held
NIL							
C. Employed for part of the year with an average salary above INR 8.5 lakh per month posted in India							
Employee Name	Designation	Date of Commencement of employment	Age (Years)	Experience (Years) Before Schneider	Particulars of Last Employment	Nature of Employment (Contractual/ otherwise)	% of equity shares held
NIL							
D. Number of permanent employees on the rolls of the Company- 220							
Notes:							
(i) In accordance with the clarification given by the Ministry of Corporate Affairs, remuneration has been computed on the basis of actual expenditure incurred by the Company.							
(ii) Remuneration includes salary, allowances, value of perquisites and Company's contribution to retirement Fund.							
(iii) None of the employee is relative of any Director of the Company.							

For and on Behalf of the Board of Directors
Schneider Electric President Systems Limited

Place: New Delhi
Date: July 30, 2021

Ranjan Pant
Chairman
DIN: 00005410

INDEPENDENT AUDITOR'S REPORT

To the Members of Schneider Electric President Systems Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Schneider Electric President Systems Limited ("the Company"), which comprise the Balance sheet as at March 31, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As more fully described in Note 8 to the Financial Statements, trade payables include Rs. 15,762,706 (March 31, 2020: Rs. 241,886,272) payables to certain vendors, for which the management is in the process of reconciling the sub-ledger and general ledger balances. Accordingly, in absence of sufficient appropriate audit evidence we are unable to comment on the completeness and appropriateness of the aforesaid liabilities and consequential impact, if any, on the financial statements for the year ended March 31, 2021.

The aforesaid matter was also qualified in the previous year's audit report.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 39 of the accompanying financial statements, as regards pending litigation with Securities Exchange Board of India (SEBI) and certain public shareholders of the Company, in relation to delisting of the Company's shares on Indian stock exchanges. Since the matter is subjudice, the final outcome is presently not ascertainable. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including, cash flows in accordance with the accounting principles generally accepted in India, including the Company (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act read with the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Company (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act read with the Companies (Accounts) Rules, 2014 (as amended);
 - (e) The matter described in the Basis for Qualified Opinion paragraph and the matter stated in Emphasis of Matter paragraph (1) above, in our opinion, may have an adverse effect on the functioning of the Company;
 - (f) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
 - (h) With respect to the adequacy of the internal financial controls of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (i) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Navin Agrawal
Partner
Membership Number: 056102
UDIN: 21056102AAAABZ5681

Place: Bengaluru
Date: July 30, 2021

The Annexure 1 referred to in our report to the members of Schneider Electric President Systems Limited (“the Company”) for the year ended March 31, 2021. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the erstwhile name of the Company and the Company is in the process of perfecting such title deeds.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at the year end and no material discrepancies were noticed in respect of such confirmations.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of products of the Company and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including tax deducted at source, employees' state insurance, customs duty, professional tax, provident fund, tax collected at source, goods and services tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, customs duty, goods and services tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues outstanding of income tax, sales tax, service tax, goods and services tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (Rs)	Amount paid under protest (Rs)	Period to which it relates	Forum where the dispute is pending
The Karnataka VAT Act 2003	VAT	1,789,270	1,789,270	FY 2011-12	Deputy Commissioner of Commercial tax, Karnataka
		12,159,890	3,697,967	FY 2013-14	
		19,632,503	5,889,750	FY 2014-15	
		8,394,686	2,527,445	FY 2015-16	
		19,533,477	-	FY 2016-17	
The Maharashtra VAT Act 2002	VAT	2,412,642	-	FY 2009-10	Deputy Commissioner of Commercial tax, Maharashtra
		10,778,613	4,994,326	FY 2007-08, FY 2010-11	
		5,183,529	2,408,143	FY 2011-12	
The Customs Act, 1962	Customs Duty	2,651,825	-	FY 2011-12, 2012-13	Deputy Commissioner of Customs, Bangalore
The Finance Act, 1994	Service Tax	102,949	-	FY 2016-17	Assistant Commissioner Central Tax, Bangalore

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause 3(ix) of the Order is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Navin Agrawal
Partner
Membership Number: 056102
UDIN: 21056102AAAABZ5681

Place: Bengaluru
Date: July 30, 2021

Annexure 2 to the Independent Auditor's Report of even date on the financial statements of Schneider Electric President Systems Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to the financial statements of Schneider Electric President Systems Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls with reference to these financial statements

A company's internal financial control with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to these Financial Statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these financial statements to future periods are subject to the risk that the internal financial control with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness have been identified as at March 31, 2021:

The Company's internal controls system with respect to review and reconciliation of certain vendor balances with underlying records was not operating effectively, which may result in material misstatement in the financial statements.

The above matter was identified as a material weakness in operating effectiveness of the Company's internal financial controls of the Company as at March 31, 2020.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to the financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls with reference to financial statements as of March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to these financial statements were operating effectively as of March 31, 2021.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Schneider Electric President Systems Limited, which comprise the Balance Sheet as at March 31, 2021, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2021 financial statements of Schneider Electric President Systems Limited and the material weakness report in clause (b) under the qualified opinion paragraph affects our report dated July 30, 2021, which expressed a qualified opinion on those financial statements.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Navin Agrawal
Partner
Membership Number: 056102
UDIN: 21056102AAAABZ5681

Place: Bengaluru
Date: July 30, 2021

Schneider Electric President Systems Limited
Balance sheet as at 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

	Notes	31-Mar-21	31-Mar-20
Equity and liabilities			
Shareholders' funds			
Share capital	3	60,480,000	60,480,000
Reserves and surplus	4	856,519,438	712,761,249
		916,999,438	773,241,249
Non-current liabilities			
Long-term borrowings	5	3,357,208	2,013,606
Long-term provisions	6	35,066,653	30,244,733
		38,423,861	32,258,339
Current liabilities			
Short-term borrowings	7	298,195,393	1,494,398
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	8	101,913,132	41,063,067
- total outstanding dues of creditors other than micro enterprises and small enterprises	8	447,698,521	448,836,771
Other current liabilities	8	72,596,961	68,196,783
Short-term provisions	6	39,048,914	43,436,966
		959,452,921	603,027,985
TOTAL		1,914,876,220	1,408,527,573
Assets			
Non-current assets			
Property, plant and equipment (net)	9(a)	303,450,786	302,139,393
Intangible assets (net)	9(b)	1,599,847	2,236,426
Capital work-in-progress		9,625,371	11,423,943
Deferred tax asset (net)	10	41,229,530	38,131,983
Long-term loans and advances	11	130,913,044	147,102,365
		486,818,578	501,034,110
Current assets			
Inventories	12	297,125,576	254,550,676
Trade receivables	13	1,039,460,913	480,440,863
Cash and bank balances	14	50,646,403	140,243,522
Short-term loans and advances	11	25,387,184	32,236,142
Other current assets	15	15,437,566	22,260
		1,428,057,642	907,493,463
TOTAL		1,914,876,220	1,408,527,573

Summary of significant accounting policies.

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For S.R.Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
Schneider Electric President Systems Limited

per Navin Agrawal
Partner
Membership Number: 056102

Place: Bengaluru
Date: 30 July 2021

Swaminathan Venkatraman
Director
DIN: 03139440

Place: Bengaluru
Date: 30 July 2021

Sugata Sircar
Director
DIN: 01119161

Place: Gurugram
Date: 30 July 2021

Sapna Bhatia
Company Secretary
Membership Number: 32349

Place: Bengaluru
Date: 30 July 2021

Schneider Electric President Systems Limited
Statement of profit and loss for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

	Notes	31-Mar-21	31-Mar-20
Income			
Revenue from operations	16	2,532,189,249	2,143,838,854
Other income	17	3,829,737	7,481,308
Total revenue (i)		2,536,018,986	2,151,320,162
Expenses			
Cost of materials and components consumed	18	1,693,236,127	1,263,694,925
Purchase of traded goods	19	46,146,786	77,365,451
Increase in inventories of finished goods, work-in-progress and traded goods	19	(4,147,167)	(21,946,679)
Employee benefits expenses	20	250,282,560	342,742,793
Depreciation and amortization expense	21	46,678,987	54,793,691
Finance costs	22	5,573,472	7,659,176
Other expenses	23	308,061,736	390,675,197
Total expenses (ii)		2,345,832,501	2,114,984,554
Profit before tax (i - ii)		190,186,485	36,335,608
Tax expenses			
Current tax			
- Pertaining to profit for the current year		50,204,624	18,884,747
- Adjustment of tax relating to earlier years		(678,781)	(892,626)
Deferred tax expense / (credit)		(3,097,547)	4,048,277
Total tax expenses		46,428,296	22,040,398
Profit after tax		143,758,189	14,295,210
Earnings per equity share [nominal value of share Rs. 10 (31 March 2020: Rs. 10)]			
Basic		23.77	2.36
Diluted		23.77	2.36
Number of shares used in computing earning per share			
Basic		6,048,000	6,048,000
Diluted		6,048,000	6,048,000
Summary of significant accounting policies.	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For S.R.Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
Schneider Electric President Systems Limited

per Navin Agrawal
Partner
Membership Number: 056102

Place: Bengaluru
Date: 30 July 2021

Swaminathan Venkatraman
Director
DIN: 03139440

Place: Bengaluru
Date: 30 July 2021

Sugata Sircar
Director
DIN: 01119161

Place: Gurugram
Date: 30 July 2021

Sapna Bhatia Company
Secretary Membership
Number: 32349

Place: Bengaluru
Date: 30 July 2021

Schneider Electric President Systems Limited
Cash flow statement for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

	31-Mar-21	31-Mar-20
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	190,186,485	36,335,608
Adjustments for:		
Depreciation and amortisation expense	46,678,987	54,793,691
Loss / (gain) on sale/disposal of property, plant and equipment (net)	(1,505,968)	7,364,083
Provision for doubtful debts/advances (net)	(13,505,355)	5,864,185
Unrealised foreign exchange (gain)/ loss (net)	(1,420,477)	2,973,717
Interest expense	4,577,136	7,028,054
Interest income	(53,425)	(3,214,489)
Operating profit before working capital changes	224,957,383	111,144,849
Movements in working capital:		
(Increase) / decrease in trade receivables	(544,747,517)	354,091,479
(Increase) / decrease in other current assets	(15,437,566)	2,641,781
(Increase) / decrease in loans and advances	23,267,866	(12,210,569)
(Increase) / decrease in inventories	(42,574,900)	(76,799,298)
Increase / (decrease) in trade payables	60,025,408	(102,164,386)
Increase / (decrease) in other liabilities and provisions	1,318,486	21,406,337
Cash flows generated from operations	(293,190,840)	298,110,193
Direct taxes paid (net of refunds)	(48,512,342)	(46,590,267)
NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES (A)	(341,703,182)	251,519,926
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets (including capital work in progress and capital advances)	(45,380,208)	(24,863,228)
Proceeds from sale/discard of property, plant and equipment	2,616,276	1,190,159
Interest received	75,685	3,210,969
NET CASH FLOWS USED IN INVESTING ACTIVITIES (B)	(42,688,246)	(20,462,100)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of short term borrowings	(1,494,398)	(179,935,461)
Proceeds from short term borrowings	298,195,393	-
Proceeds from long term borrowings	2,345,719	2,184,606
Repayment of long term borrowings including lease obligations	(916,139)	(891,005)
Interest paid	(3,367,481)	(9,492,648)
NET CASH FLOWS USED IN FINANCING ACTIVITIES (C)	294,763,095	(188,134,508)
Net increase in cash and cash equivalents (A+B+C)	(89,628,333)	42,923,318
Cash and cash equivalents at the beginning of the year	140,243,522	97,155,291
Effects of changes in exchange rates on cash and cash equivalents	31,214	164,913
Cash and cash equivalents at the end of the year	50,646,403	140,243,522
Components of cash and cash equivalents (note 14)		
Balance with scheduled banks		
- in current accounts	1,502,291	58,184,265
- in deposit accounts	-	50,000,000
- in Exchange Earners Foreign Currency (EEFC) accounts	49,144,112	32,059,257
	50,646,403	140,243,522

Summary of significant accounting policies (note 2.1)

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For S.R.Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
Schneider Electric President Systems Limited

per Navin Agrawal
Partner
Membership Number: 056102

Swaminathan Venkatraman
Director
DIN: 03139440

Sugata Sircar
Director
DIN: 01119161

Sapna Bhatia Company
Secretary Membership
Number: 32349

Place: Bengaluru
Date: 30 July 2021

Place: Bengaluru
Date: 30 July 2021

Place: Gurugram
Date: 30 July 2021

Place: Bengaluru
Date: 30 July 2021

Schneider Electric President Systems Limited

Notes to financial statements for the year ended 31 March 2021

1. Corporate Information

Schneider Electric President Systems Limited ('SEPSL' or 'the Company') is a designer, manufacturer and supplier of standard and customized enclosure systems for over 30 years in 19-inch enclosures for IT and Telecom infrastructure, systems management and operations.

The Company's operations predominantly relate to manufacture of enclosures, card frames, components and accessories and trading of electrical equipments. The Company is a manufacturer in India offering standard and customized enclosure solutions, including card frames and components, with a focus on the IT/Networking and ITES, Telecom, General and Industrial Electronics sectors.

The Company also has a nationwide network of sales offices, representatives and distributors to support customers wherever they may need assistance for installation, commissioning and on-going services.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards specified under section 133 of the Companies Act 2013 including the Companies (Accounting Standards) Amendment Rules, 2006 (as amended), read with Companies (Accounts) Rules, 2014 (as amended).

The financial statements have been prepared on an accrual basis and under the historical cost convention unless stated otherwise. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1. Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Property, plant and equipment

Property, Plant and Equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component / part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Advances paid towards the acquisition of property, plant and equipment are disclosed as "Capital advances" under Loans and Advances and the cost of assets not ready to be put to use as at the balance sheet date are disclosed as 'Capital work-in-progress'.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

c. Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its property, plant and equipment.

Particulars	Life as per Schedule II of Companies Act 2013 (years)	Useful lives estimated by the management (years)
Buildings		
Factory buildings	30	30
Office buildings	30	30
Others – fences etc.	5	5
Plant and equipment (including tools, dies and jigs)	15	15
Computer hardware	3	3
Furniture and fixtures	10	10
Vehicles	5	5
Office equipment	5	5

Leasehold land and leasehold improvements are amortized on a straight-line basis over the period of lease or useful life, whichever is lower.

Depreciation is provided on pro-rata basis from/up to the date of purchase or disposal, for asset purchased or sold during the year.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. Patents and trademarks, computer software and designs and copyrights are amortized over a period of nine years, six years and five years respectively, from the date available for use. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

f. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g. Impairment of property, plant and equipment and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

h. Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on first-in-first-out basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of work in progress and finished goods is determined on first-in-first-out basis.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first-in-first-out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision for inventory obsolescence is assessed and adjusted from the gross value of the inventory.

i. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects Goods and Services Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Income from services

Service income primarily comprises income from commissioning and installation and sub-contracted processing income and is recognized on accrual basis as per the terms and over the period of the contract with the customers, as and when the services are rendered.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Export benefits

Export benefits are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

j. Foreign currency translation

Foreign currency transactions and balances

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as income or as expenses in the period in which they arise.

k. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year as an expenditure, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the provident fund.

The Company operates defined benefit plan for its employees, viz. gratuity. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

l. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxation authority.

m. Segment reporting

The Company has only one reportable business segment and it prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

n. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The effects of anti-dilutive potential equity shares are not considered in calculating dilutive earnings per share.

As at the balance sheet date, the Company does not have any dilutive potential equity shares.

o. Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

p. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

q. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and on hand, demand deposits and short-term investments with an original maturity of three months or less.

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Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

3 Share capital	31-Mar-21	31-Mar-20
Authorized shares		
12,000,000 (31 March 2020: 12,000,000) equity shares of Rs 10 each	120,000,000	120,000,000
Issued, subscribed and fully paid-up shares		
6,048,000 (31 March 2020: 6,048,000) equity shares of Rs 10 each fully paid up (refer note (e) below)	60,480,000	60,480,000
Total issued, subscribed and fully paid-up share capital	60,480,000	60,480,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31-Mar-21		31-Mar-20	
	No.	Amount	No.	Amount
At the beginning of the period	6,048,000	60,480,000	6,048,000	60,480,000
Outstanding at the end of the period	6,048,000	60,480,000	6,048,000	60,480,000

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by ultimate holding company and subsidiaries and associates of holding company and ultimate holding company

Out of equity shares issued by the Company, shares held by its Holding Company are as below:

	31-Mar-21	31-Mar-20
Schneider Electric South East Asia (HQ) Pte Limited		
4,867,933 (31 March 2020: 4,867,933) equity shares of Rs. 10 each fully paid up (refer note (e) below)	4,86,79,330	4,86,79,330

(d) Details of shareholders holding more than 5% shares in the Company

	31-Mar-21		31-Mar-20	
	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid				
Schneider Electric South East Asia (HQ) Pte Limited	4,867,933	80.49%	4,867,933	80.49%

As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

(e) The equity shares of the Company were listed on the Pune Stock Exchange and permitted to be traded on the Bombay Stock Exchange. Consequent to de-recognition of the Pune Stock Exchange by Securities Exchange Board of India (SEBI), Bombay Stock Exchange had suspended the trading of the equity shares of the Company effective 22 May 2015.

Basis the circular issued by SEBI for the exclusively listed companies of de-recognized stock exchanges placed in the Dissemination Board, Schneider Electric South East Asia (HQ) Pte. Ltd. ("the Promoter") had provided an exit offer on 14 February 2017 to the public shareholders of the Company at an offer price of Rs. 200.40 per share based on an independent valuation performed by valuer empanelled with the National Stock Exchange (NSE).

In the exit offer provided to the public shareholders, 344 shareholders have tendered 331,939 equity shares i.e. (5.49% of the total share capital of the Company) to the Promoter of the Company. Accordingly, Promoter's Shareholding increased to 80.49% of the total share capital.

(f) No bonus shares, shares issued for consideration other than cash and buy backs have been made by the Company in the previous five years immediately preceding the reporting date.

4 Reserves and surplus

	31-Mar-21	31-Mar-20
Securities premium	81,695,875	81,695,875
Capital Reserve (profit on equity shares forfeited)	166,000	166,000
General reserve	44,000,000	44,000,000
Surplus in the statement of profit and loss		
Balance as per last financial statements	586,899,374	572,604,164
Profit for the year	143,758,189	14,295,210
Net surplus in the statement of profit and loss	730,657,563	586,899,374
Total reserves and surplus	856,519,438	712,761,249

5 Long-term borrowings

	Non-current portion		Current maturities	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Other loans and advances				
Finance lease obligation (secured) (i)	3,357,208	2,013,606	884,497	798,519
Amount disclosed under the head "other current liabilities" (note 8)	-	-	(884,497)	(798,519)
	3,357,208	2,013,606	-	-

- i) Finance lease obligation is secured by hypothecation of vehicles taken on lease. The same is payable in 48 monthly instalments each carrying an effective interest rate of 7.33% p.a.

6 Provisions

	Long-term		Short-term	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Provision for employee benefits				
Provision for gratuity (note 24)	32,439,612	28,300,064	1,177,418	1,004,417
Provision for leave benefits	-	-	13,240,489	15,183,774
Other provisions				
Provision for warranty (i)	2,627,041	1,944,669	1,396,068	4,948,434
Provision for litigation (ii)	-	-	23,234,939	22,300,341
	35,066,653	30,244,733	39,048,914	43,436,966

i) Provision for warranty

The management creates provisions on products covered under warranty, basis the past failure rates of these items. Assumptions used to calculate the provision for warranty are based on current sales levels and current information available about the expected returns based on the warranty period for all products sold. The table below gives information about movement in warranty provision.

	31-Mar-21	31-Mar-20
At the beginning of the year	6,893,103	9,059,151
Arising during the year, net of reversals	(2,462,939)	(1,799,527)
Utilized during the year	(407,055)	(366,521)
As at the end of the year	4,023,109	6,893,103

- ii) Pertains to provision for disputed matters primarily relating to pending statutory C-forms and I-forms for various assessment years, which the Company is contesting at various forums.

7 Short-term borrowings

	31-Mar-21	31-Mar-20
Vendor bill discounting facility (unsecured) (i)	172,211,141	1,494,398
Cash credit from bank (unsecured) (ii)	710,263	-
Loans from fellow subsidiary (unsecured) (iii)	125,273,989	-
	298,195,393	1,494,398

- i) Pertains to vendor credit arrangement with Bank and is repayable within a period of 6 months. The interest costs are borne by the respective vendors availing such facility.
- ii) Pertains to cash credit facility availed on one of the current account with the Bank.
- iii) The Company has an arrangement with Schneider Electric India Private Limited, India (SEIPL), a fellow subsidiary, for a cash lending limit up to Rs. 350,000,000. Basis such arrangement, the Company's banker automatically transfers funds from SEIPL to the Company's bank account in case of shortage / insufficient fund at the end of each day up to the approved limits. Refer Note 27 (d)

8 Trade payables and other liabilities

Trade payables (i)

- total outstanding dues of micro enterprises and small enterprises (note 31)
- total outstanding dues of creditors other than micro enterprises and small enterprises

Other liabilities

	Current	
	31-Mar-21	31-Mar-20
Current maturities of finance lease obligation (note 5)	884,497	798,519
Interest accrued and due on payables to micro and small enterprises (note 31)	12,289,189	11,079,534
Security deposit payable	1,205,023	1,405,022
Advance from customers	6,120,003	3,572,145
Employee dues payable	35,943,997	43,317,776
Payable for capital goods	1,285,329	-
Statutory dues payable	9,052,442	8,023,787
Other payables	5,816,481	-
	72,596,961	68,196,783
	622,208,614	558,096,621

- (i) Refer note 27 for payables to related parties.

(ii) As at 31 March 2021 trade payables balance of Rs 549,611,653 includes Rs 15,762,706 payable to certain vendors. Due to ERP constraints, the management is not able to generate the vendor / invoice wise details of such payables from the ERP. The Company is in the process of resolving such issues and does not anticipate any adjustment/ consequential impact to these financial statements. Accordingly, no adjustments have been recorded in these financial statements for the year ended 31 March 2021.

Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

9(a) Property, plant and equipment

	Freehold Land	Leasehold Land	Leasehold Improvements	Buildings-Factory	Building-Office	Plant and Equipment	Office Equipment	Tools, dies and jigs	Furniture & Fixtures	Computer Hardware	Vehicles	Total
Cost or valuation												
At 1 April 2019	42,024,860	5,091,974	-	185,188,367	2,759,048	486,975,920	23,558,205	59,768,949	18,736,821	27,958,298	6,107,564	858,170,006
Additions	-	-	-	162,318	-	6,729,714	595,390	2,013,828	398,908	911,197	2,900,058	13,711,413
Disposals	-	-	-	-	-	32,163,037	5,083,657	15,376,374	2,873,973	26,500	2,193,062	57,716,603
At 31 March 2020	42,024,860	5,091,974	-	185,350,685	2,759,048	461,542,597	19,069,938	46,406,403	16,261,756	28,842,995	6,814,560	814,164,816
Additions	-	-	5,481,479	-	-	33,914,211	1,535,480	2,956,517	-	2,091,237	2,345,719	48,324,643
Disposals	-	-	-	335,517	-	13,896,114	1,296,948	1,104,245	180,862	6,114,368	685,464	23,613,518
At 31 March 2021	42,024,860	5,091,974	5,481,479	185,015,168	2,759,048	481,560,694	19,308,470	48,258,675	16,080,894	24,819,864	8,474,815	838,875,941
Depreciation												
At 1 April 2019	-	941,042	-	86,963,079	983,580	316,565,165	18,209,067	38,615,799	15,284,412	25,791,977	4,742,478	508,096,599
Charge for the year	-	67,410	-	8,805,058	102,448	35,096,645	1,995,730	3,812,007	721,456	1,229,468	1,260,964	53,091,186
Disposals	-	-	-	-	-	25,829,651	5,068,139	14,143,384	2,456,714	26,500	1,637,974	49,162,362
At 31 March 2020	-	1,008,452	-	95,768,137	1,086,028	325,832,159	15,136,658	28,284,422	13,549,154	26,994,945	4,365,468	512,025,423
Charge for the year	-	-	484,959	5,977,202	10,595	31,339,314	1,485,296	3,769,893	494,911	1,270,602	1,070,170	45,902,942
Disposals	-	-	-	80,190	-	13,048,970	1,328,230	1,082,795	163,193	6,114,368	685,464	22,503,210
At 31 March 2021	-	1,008,452	484,959	101,665,149	1,096,623	344,122,503	15,293,724	30,971,520	13,880,872	22,151,179	4,750,174	535,425,155
Net Block												
At 31 March 2020	42,024,860	4,083,522	-	89,582,548	1,673,020	135,710,438	3,933,280	18,121,981	2,712,602	1,848,050	2,449,092	302,139,393
At 31 March 2021	42,024,860	4,083,522	4,996,520	83,350,019	1,662,425	137,438,191	4,014,746	17,287,155	2,200,022	2,668,685	3,724,641	303,450,786

(i) Building – Office, includes Rs 500 (31 March 2020: Rs 500) representing cost of unquoted fully paid shares in co-operative housing society.

(ii) Building – Factory includes Rs 12,031,405 (31 March 2020: Rs 13,289,932) (Gross block: Rs 30,903,565 (31 March 2020: Rs 30,903,565)) constructed on leasehold land. Further, vehicles include Rs 3,740,188 (31 March 2020: Rs 2,452,171) (Gross block: Rs 3,858,896 (31 March 2020: Rs 2,178,338)) taken on finance lease.

(iii) Property, plant and equipment include assets held for sale Rs 20,278,390 (31 March 2020: Rs 21,406,227) (Gross block: Rs 56,600,181 (31 March 2020: Rs 74,361,248)). Basis the management estimate, the realisable value of such assets would be more than the carrying costs as at 31 March 2021.

Schneider Electric President Systems Limited

Notes to financial statements for the year ended 31 March 2021

All amounts in Indian Rupees, unless otherwise stated

9(b) Intangible assets:

	Computer Software	Patents and trademarks	Designs and copyrights	Total
Cost or valuation				
At 1 April 2019	38,580,551	40,000	3,893,683	42,514,234
Additions	278,743	-	-	278,743
Disposals	1,600,000	-	-	1,600,000
At 31 March 2020	37,259,294	40,000	3,893,683	41,192,977
Additions	139,466	-	-	139,466
Disposals	1,514,756	-	-	1,514,756
At 31 March 2021	35,884,004	40,000	3,893,683	39,817,687
Amortisation				
At 1 April 2019	34,920,363	40,000	3,893,683	38,854,046
Charge for the year	1,702,505	-	-	1,702,505
Disposals	1,600,000	-	-	1,600,000
At 31 March 2020	35,022,868	40,000	3,893,683	38,956,551
Charge for the year	776,045	-	-	776,045
Disposals	1,514,756	-	-	1,514,756
At 31 March 2021	34,284,157	40,000	3,893,683	38,217,840
Net Block				
At 31 March 2020	2,236,426	-	-	2,236,426
At 31 March 2021	1,599,847	-	-	1,599,847

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Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

10 Deferred tax asset (net)

	31-Mar-21	31-Mar-20
Deferred tax liability		
Property, plant and equipment (net): Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	8,152,969	11,317,665
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	49,382,499	49,449,648
Net deferred tax asset	41,229,530	38,131,983

Pursuant to the Taxation Laws (Amendment) Ordinance, 2019, the Company has elected for the new tax regime with lower rates of tax with effect from 1 April 2019.

11 Loans and advances

	Non-current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
<i>Unsecured, considered doubtful</i>				
Dues from statutory authorities (i)	8,101,964	16,018,270	32,138,603	28,178,981
Advance to suppliers	-	-	473,719	782,209
	8,101,964	16,018,270	32,612,322	28,961,190
<i>Unsecured, considered good</i>				
Dues from statutory authorities (i)	79,549,538	100,899,493	7,549,648	8,365,407
Security deposit	25,963,842	19,789,707	-	-
Advance to suppliers	-	-	2,459,011	6,990,367
Advance income-tax (net)	25,399,664	26,413,165	-	-
Prepaid expenses	-	-	9,373,142	8,976,555
Advances to employees	-	-	6,005,383	7,903,813
	139,015,008	163,120,635	57,999,506	61,197,332
Less: provision for doubtful advances	(8,101,964)	(16,018,270)	(32,612,322)	(28,961,190)
	130,913,044	147,102,365	25,387,184	32,236,142

(i) Includes amounts paid under protest Rs 21,306,901 (31 March 2020: Rs 24,342,900).

12 Inventories (valued at lower of cost and net realizable value)

	31-Mar-21	31-Mar-20
Raw materials and components (includes in transit Rs. 28,224,551 (31 March 2020: Rs.26,664,141))	205,094,054	166,666,321
Work-in-progress	51,952,242	40,669,556
Finished goods (including stock-in-transit Rs. 20,251,950 (31 March 2020: Rs.25,549,347))	38,720,280	46,482,995
Traded goods (including stock-in-transit Rs. 727,968 (31 March 2020: 72,344))	1,359,000	731,804
	297,125,576	254,550,676

13 Trade receivables*

Outstanding for a period exceeding six months from the date they are due for payment

Unsecured, considered good	25,717,093	53,789,570
Doubtful	70,519,971	87,660,769
	96,237,064	141,450,339
Provision for doubtful trade receivables	(70,519,971)	(87,660,769)
	25,717,093	53,789,570
Other receivables		
Unsecured, considered good	1,013,743,820	426,651,293
Doubtful	6,349,166	2,405,233
	1,020,092,986	429,056,526
Provision for doubtful trade receivables	(6,349,166)	(2,405,233)
	1,013,743,820	426,651,293
	1,039,460,913	480,440,863

* Refer note 27 for receivable from related parties.

Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated
14 Cash and bank balances

	31-Mar-21	31-Mar-20
Cash and cash equivalents		
Balances with banks:		
– On current accounts	1,502,291	58,184,265
– Deposits with original maturity of less than three months	-	50,000,000
– On Exchange Earners Foreign Currency (EEFC) accounts	49,144,112	32,059,257
	50,646,403	140,243,522

15 Other assets

Interest accrued on fixed deposits	-	22,260
Dues from related parties (unsecured) (note 27)	15,437,566	-
	15,437,566	22,260

16 Revenue from operations

	31-Mar-21	31-Mar-20
Sale of products		
Manufacturing	2,406,333,146	1,987,497,468
Trading	50,906,814	76,792,120
	2,457,239,960	2,064,289,588
Sale of services	55,268,441	53,736,685
Other operating revenue		
Sale of scrap	6,712,514	5,946,769
Export benefits	12,968,334	19,865,812
	19,680,848	25,812,581
Revenue from operations	2,532,189,249	2,143,838,854

Details of products sold

Racks/ enclosures	1,503,581,464	722,314,957
Card frames	20,550,212	29,288,651
Components and accessories *	882,201,470	1,235,893,860
	2,406,333,146	1,987,497,468

* There are no items, which in value account for 10% or more of the total value.

Traded goods sold

Electrical equipments	50,906,814	76,792,120
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Details of services rendered

Sub-contracted processing income	38,911,434	41,511,654
Commissioning and installation	16,357,007	12,225,031
	55,268,441	53,736,685

Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

	31-Mar-21	31-Mar-20
17 Other income		
Interest income on bank deposits	53,425	3,214,489
Gain on sale of fixed assets (net)	1,505,968	-
Gain on account of foreign exchange fluctuations (net)	-	754,324
Liabilities/ provisions no longer required written back	-	1,695,082
Insurance claims	1,403,223	1,260,088
Miscellaneous income	867,121	557,325
	3,829,737	7,481,308
18 Cost of material and components consumed		
Inventory at the beginning of the year	166,666,321	111,813,702
Add - Purchases	1,731,663,860	1,318,547,544
Less - inventory at the end of the year	(205,094,054)	(166,666,321)
Cost of raw material and components consumed	1,693,236,127	1,263,694,925
Details of raw materials and components consumed		
CRCA sheets	249,312,145	147,499,130
Aluminium sheets	530,186	2,409,702
Aluminium sections	6,755,600	10,626,267
Components and accessories *	1,436,638,196	1,103,159,826
	1,693,236,127	1,263,694,925
Details of inventory		
CRCA sheets	26,262,670	18,056,600
Aluminium sheets	289,430	2,320,563
Aluminium sections	5,405,348	587,732
Components and accessories *	173,136,606	145,701,426
	205,094,054	166,666,321
* There are no items, which in value account for 10% or more of the total value.		
19 (Increase)/ decrease in inventories of finished goods, work in progress and traded goods		
	31-Mar-21	31-Mar-20
Inventories at the end of the year		
Finished goods	38,720,280	46,482,995
Work-in-progress	51,952,242	40,669,556
Traded goods	1,359,000	731,804
	92,031,522	87,884,355
Inventories at the beginning of the year		
Finished goods	46,482,995	35,182,248
Work-in-progress	40,669,556	30,081,894
Traded goods	731,804	673,534
	87,884,355	65,937,676
(Increase) / decrease in inventories	(4,147,167)	(21,946,679)
Details of purchase of traded goods		
Electrical equipments	46,146,786	77,365,451
Details of inventory		
Work-in-progress		
Enclosures	503,437	3,621,088
Others*	51,448,805	37,048,468
	51,952,242	40,669,556
Finished goods		
Enclosures	23,990,285	23,444,035
Others*	14,729,995	23,038,960
	38,720,280	46,482,995
Traded goods		
Electrical equipments	1,359,000	731,804
* There are no items, which in value account for 10% or more of the total value.		

Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021

All amounts in Indian Rupees, unless otherwise stated

	31-Mar-21	31-Mar-20
20 Employee benefits expenses		
Salaries, wages and bonus	201,601,489	263,048,253
Contribution to provident and other funds	10,255,911	11,378,455
Staff welfare expenses	29,627,293	50,777,754
Gratuity expenses (note 24)	8,797,867	17,538,331
	250,282,560	342,742,793
21 Depreciation and amortization expense		
Depreciation of property, plant and equipment	45,902,942	53,091,186
Amortization of intangible assets	776,045	1,702,505
	46,678,987	54,793,691
22 Finance costs		
Interest on		
Borrowings (note 27)	2,384,728	5,429,620
Finance lease obligation	982,753	1,105,104
Delay in payments to micro and small enterprises (note 31)	1,209,655	493,330
Bank charges	996,336	631,122
	5,573,472	7,659,176
23 Other expenses		
Freight and forwarding charges	6,698,032	3,485,038
Sub-contracting charges	86,463,131	90,338,024
Consumables	11,768,257	9,136,431
Power and fuel	50,268,174	50,117,250
Insurance	9,132,000	12,427,321
Repairs and maintenance		
Buildings	6,326,384	7,373,640
Plant and machinery	11,199,102	23,203,557
Others	13,255,099	18,033,976
Rent	12,658,927	6,644,301
Rates and taxes	1,960,957	2,490,311
Legal and professional fees (note 27)	38,928,090	55,783,673
Management fees (note 27)	58,143,615	82,078,883
Payments to auditors (i)	3,425,494	3,383,240
Directors' sitting fees	580,000	690,000
Travelling and conveyance	1,750,863	6,477,318
Advertising and sales promotion	-	826,200
Loss on sale / discard of property, plant and equipment (net)	-	7,364,083
Provision for doubtful debts and advances (net)	(13,505,355)	5,864,185
Loss on account of foreign exchange fluctuations (net)	7,153,186	-
Corporate Social Responsibility (CSR) expenditure (note 38)	3,542,336	4,530,459
Warranty expenses/(reversal)	(2,462,939)	(1,799,527)
Miscellaneous expenses	776,383	2,226,834
	308,061,736	390,675,197
(i) Payments to auditors		
As auditors:		
Audit fee	2,960,000	2,960,000
Tax Audit fee	400,000	400,000
Reimbursement of expenses	65,494	23,240
	3,425,494	3,383,240

Schneider Electric President Systems Limited

Notes to financial statements for the year ended 31 March 2021

All amounts in Indian Rupees, unless otherwise stated

24 Gratuity

The Company has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is funded with insurance companies in the form of qualifying insurance policy. The following tables summarise the components of net benefit, expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the plan.

Statement of profit and loss	31-Mar-21	31-Mar-20
Current service cost	4,074,066	3,563,068
Interest cost on benefit obligation	3,433,744	3,315,878
Expected return on plan assets	(1,832,003)	(1,730,282)
Net actuarial (gain)/losses recognized in the year	3,122,060	12,389,667
Net benefit expense	8,797,867	17,538,331
Actual return on plan assets	2,052,496	2,424,155

Balance sheet

Plan asset / liability

Present value of defined benefit obligation	(60,242,950)	(53,877,905)
Fair value of plan assets	26,625,920	24,573,424
Plan asset/ (liability)	(33,617,030)	(29,304,481)

Changes in the present value of the defined benefit obligation as follows:

Opening defined benefit obligation	53,877,905	53,229,868
Current service cost	4,074,066	3,563,068
Interest cost	3,433,744	3,315,878
Benefits paid	(4,485,318)	(19,314,449)
Actuarial (gain)/ losses	3,342,553	13,083,540
Closing defined benefit obligation	60,242,950	53,877,905

Changes in the fair value of plan assets are as follows:

Opening fair value of plan assets	24,573,424	23,324,637
Expected return	1,832,003	1,730,282
Contributions by employer	4,485,318	18,139,081
Benefits paid	(4,485,318)	(19,314,449)
Actuarial gain/ (losses)	220,493	693,873
Closing fair value of plan assets	26,625,920	24,573,424

The Company expects to contribute Rs. 1,177,418 to gratuity in the next year (31 March 2020: Rs. 1,004,417)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Investments with insurer	100%	100%
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The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Discount rate	6.95%	6.65%
Attrition rate		
Up to 30 years	3.00%	3.00%
31-44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Expected rate of return on assets	7.61%	6.65%
Salary escalation	6.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Schneider Electric President Systems Limited

Notes to financial statements for the year ended 31 March 2021

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Amounts for the current and previous four periods are as follows:

	31-Mar-21	31-Mar-20	31-Mar-19	31-Mar-18	31-Mar-17
Defined benefit obligation	60,242,950	53,877,905	53,229,868	47,949,927	39,077,810
Plan assets	26,625,920	24,573,424	23,324,637	12,999,357	13,361,107
Surplus/ (deficit)	(33,617,030)	(29,304,481)	(29,905,231)	(34,950,570)	(25,716,703)
Experience adjustments on plan liabilities	(5,649,375)	(3,558,519)	(2,426,249)	(6,590,795)	4,749,574
Experience adjustments on plan assets	220,493	693,873	(42,011)	(293,846)	284,175

25 Leases

Finance lease

The Company has finance leases and hire purchase contracts for vehicles. Future Minimum Lease Payments (MLP) under finance leases together with the Present Value (PV) of the net MLP are as follows:

	31-Mar-21		31-Mar-20	
	MLP	PV	MLP	PV
Within one year	2,610,140	884,497	1,637,025	798,519
After one year but not more than five years	5,630,059	3,357,208	3,442,911	2,013,606
Total minimum lease payments	8,240,199	4,241,705	5,079,936	2,812,125
Less: Amount representing finance charges	(3,998,494)	-	(2,267,811)	-
Present value of minimum lease payments	4,241,705	4,241,705	2,812,125	2,812,125

Lease expense recognised during the year as interest Rs. 982,753 (31 March 2020: Rs. 1,105,104).

Operating lease

The Company has entered into commercial leases on certain premises under cancellable operating lease and are renewable by mutual consent. There are no restrictions placed upon the Company by entering into these leases. The rent expense incurred during the year amounts to Rs. 12,658,927 (31 March 2020: Rs. 6,644,301).

26 Segment information

The Company has only one business segment i.e. business relating to enclosure products and accordingly, disclosure requirements as per Accounting Standard - 17 on Segment Reporting are not applicable.

Secondary information is reported geographically.

Geographical segments:

The Company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of the customers while other geographic information is specified by location of the assets. The following table presents revenue and certain asset information regarding the Company's geographical segments:

	31-Mar-21	31-Mar-20
Segment revenue		
Export	515,808,037	538,524,443
Domestic	2,016,381,212	1,605,314,411
	2,532,189,249	2,143,838,854
Segment assets		
Export	143,288,781	89,365,895
Domestic	911,609,698	391,074,968
Unallocated	859,977,741	928,086,710
	1,914,876,220	1,408,527,573

Property, plant and equipment (including intangible assets and capital work-in-progress) and current assets (other than trade and other receivables) have not been identified to any reportable segments as they are used interchangeably between segments. All property, plant and equipment are located in India.

Schneider Electric President Systems Limited

Notes to financial statements for the year ended 31 March 2021

All amounts in Indian Rupees, unless otherwise stated

27 Name of the related parties and related party relationship

Related party where control exists

Ultimate Holding Company	Schneider Electric SE, France
Holding Company	Schneider Electric South East Asia (HQ) Pte Limited, Singapore

Related parties under AS 18 with whom transactions have taken place during the year

Fellow subsidiaries	American Power Conversion Corporation (A.P.C) B.V, Phillipines Sarel Appareillage Electrique SAS, France Schneider Electric (Australia) Pty Limited, Australia Schneider Electric Asia Pte.Ltd, Singapore Schneider Electric Alpes, France Schneider Electric DC MEA FZCO, U.A.E. Schneider Electric Egypt S.A.E., Egypt Schneider Electric Espana SAU, Spain Schneider Electric France SAS, France Schneider Electric India Private Limited, India Schneider Electric Industries SAS, France Schneider Electric Infrastructure Limited, India Schneider Electric IT Australia Pty Limited, Australia Schneider Electric IT Business India Private Limited, India Schneider Electric IT Corporation, USA Schneider Electric IT France, France Schneider Electric IT Logistics Asia Pacific Pte Limited, Singapore Schneider Electric IT Logistics Europe Ltd, Netherlands Schneider Electric Limited, U.K. Schneider Electric Manufacturing The Netherlands B.V., Netherlands Schneider Electric Private Limited, India Schneider Electric Singapore Pte Ltd, Singapore Schneider (Suzhou) Drives Company Limited, China Uniflair SPA, Italy Veris Industries LLC, USA
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Key management personnel

Mohamed Adil Mohamed Aslam Sattar	Wholtime Director (w.e.f. 27 June 2019)
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Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year:

Key management personnel

Damodar Kalavala	Chief Financial Officer (upto 31 December 2019)
Priyanka Gupta	Company Secretary (upto 9 June 2020)
Urvashi Bhatia	Company Secretary (w.e.f. 23 June 2020 and upto 17 December 2020)
Sapna Bhatia	Company Secretary (w.e.f. 03 March 2021)

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Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

Related party transactions

a. The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial year:

Related party	Year ended	Sale of goods	Cross charge of expenses by Group companies	Cross charge of management fee by Group companies	Cross charge of expenses to Group companies including reimbursements	Purchase of raw materials	Purchase of traded goods	Purchase of fixed assets	Amount owed by related parties included in trade receivables and other current assets	Amount owed to related parties included in trade payables
Ultimate Holding Company										
Schneider Electric SE, France	31-Mar-21	-	-	-	-	-	-	-	-	-
	31-Mar-20	-	13,016,836	-	-	-	-	-	-	-
Holding Company										
Schneider Electric South East Asia (HQ) Pte Limited, Singapore	31-Mar-21	-	-	-	15,437,566	-	-	-	15,437,566	-
	31-Mar-20	-	-	-	-	-	-	-	-	-
Fellow subsidiaries										
Schneider Electric IT Business India Private Limited, India*	31-Mar-21	31,045,674	2,283,579	-	-	43,390,342	-	469,789	14,364,092	5,022,204
	31-Mar-20	51,218,267	20,200,845	-	147,300	109,010,879	-	-	3,632,757	19,413,469
Schneider Electric India Private Limited, India	31-Mar-21	3,646,532	3,854,034	-	-	49,252,735	-	739,993	773,227	21,980,960
	31-Mar-20	3,241,509	5,544,501	-	87,682	20,735,496	-	-	534,997	3,828,878
Uniflair SPA, Italy	31-Mar-21	-	-	-	-	-	25,782,240	-	-	1,350,046
	31-Mar-20	-	-	-	-	-	58,423,986	-	-	27,940,252
Sarel Appareillage Electrique SAS, France	31-Mar-21	21,973,814	-	-	-	-	-	-	4,819,501	-
	31-Mar-20	16,170,131	-	-	-	-	-	-	3,202,902	-
Schneider Electric Industries SAS, France	31-Mar-21	-	487,351	52,593,034	-	6,230,796	-	-	-	70,580,512

Related party	Year ended	Sale of goods	Cross charge of expenses by Group companies	Cross charge of management fee by Group companies	Cross charge of expenses to Group companies including reimbursements	Purchase of raw materials	Purchase of traded goods	Purchase of fixed assets	Amount owed by related parties included in trade receivables and other current assets	Amount owed to related parties included in trade payables
	31-Mar-20	-	-	79,019,621	-	3,471,588	-	-	-	87,424,674
Schneider Electric Alpes, France	31-Mar-21	35,063,024	-	-	-	-	-	-	14,219,461	-
	31-Mar-20	51,634,146	-	-	-	-	-	-	12,758,396	-
Schneider Electric Asia Pte. Ltd, Singapore	31-Mar-21	279,584,681	-	5,550,582	-	160,000	-	-	41,536,735	7,212,387
	31-Mar-20	318,452,578	-	3,059,262	-	-	-	-	29,947,537	9,600,748
Schneider Electric Private Limited, India	31-Mar-21	3,310,156	25,860,646	-	41,450	-	-	-	3,087,521	2,115,305
	31-Mar-20	43,512	25,481,793	-	-	-	-	-	8,296	1,931,513
Veris Industries LLC, USA	31-Mar-21	-	-	-	-	17,682	-	-	-	2,103,916
	31-Mar-20	-	-	-	-	18,266,591	-	-	-	13,404,636
Schneider Electric France SAS, France	31-Mar-21	75,835,007	-	-	-	-	-	-	34,920,719	-
	31-Mar-20	8,401,863	200,914	-	-	-	-	-	2,490,926	-
Schneider Electric Infrastructure Limited, India	31-Mar-21	-	440,000	-	-	-	-	2,021,000	1,681,496	-
	31-Mar-20	32,398	-	-	-	-	-	-	1,681,496	-
Schneider Electric IT Corporation, USA	31-Mar-21	18,017,161	-	-	465,704	-	-	-	966,344	328,178
	31-Mar-20	12,979,930	-	-	-	-	-	-	-	400,735
Others	31-Mar-21	18,246,914	-	-	-	4,011,579	-	-	8,296,829	4,877,714
	31-Mar-20	19,926,320	-	-	19,439	2,250,579	-	-	883,674	648,506
Total	31-Mar-21	486,722,964	32,925,610	58,143,616	15,944,720	103,063,134	25,782,240	3,230,782	140,103,491	115,571,222
	31-Mar-20	482,100,654	64,444,889	82,078,883	254,421	153,735,133	58,423,986	-	55,140,981	164,593,411

* Purchase of raw materials include purchase of Merchandise Export from India Scheme (MEIS) scrips of Rs. 4,856,261 (31 March 2020; Rs. 4,913,483).

Schneider Electric President Systems Limited
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b. Loans taken and repayment thereof

	31-Mar-21	31-Mar-20
Schneider Electric IT Business India Private Limited, India		
Opening balance	-	179,935,461
Loans taken	-	-
Repayment	-	(179,935,461)
Closing balance	-	-

c. Interest expense on loan

	31-Mar-21	31-Mar-20
Schneider Electric IT Business India Private Limited, India	-	5,410,744
Schneider Electric India Private Limited, India	2,384,728	18,876
	2,384,728	5,429,620

d. The Company has an arrangement with Schneider Electric India Private Limited, India (SEIPL), a fellow subsidiary, for a cash lending limit up to Rs. 350,000,000. Basis such arrangement, the Company's banker automatically transfers funds from SEIPL to the Company's bank account in case of shortage / insufficient fund at the end of each day up to the approved limits. The maximum balance outstanding during the year basis such arrangement is as below.

	31-Mar-21	31-Mar-20
Maximum balance outstanding during the year	300,749,299	19,576,876
Closing balance of loan as at year end	125,273,989	-

e. Remuneration to key managerial personnel

Managerial remuneration:

Mohamed Adil Mohamed Aslam Sattar*	4,400,196	3,235,904
Priyanka Gupta	395,493	1,469,836
Urvashi Bhatia	339,378	-
Sapna Bhatia	190,436	-
Damodar Kalavala	-	8,222,168
	5,325,503	12,927,908

Managerial remuneration

Salaries and allowances	5,135,974	12,290,245
Contribution to provident fund	177,184	304,263
Perquisites*	12,345	333,400
	5,325,503	12,927,908

*The aforesaid remuneration does not include benefits received under Long Term Incentive Plan (LTIP) as such benefits are provided directly by the Ultimate Holding Company and no cross charge is made to the Company for the said expenses.

The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

28 Capital commitments

Estimated amount of contracts remaining to be executed on Capital Account (net of advances)	21,007,735	10,884,907
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29 Contingent liabilities

(a) Claims against the Company not acknowledged as debts (i)	3,737,091	12,548,244
(b) Customs and Excise matters	3,738,793	4,126,765
(c) Sales Tax matters – Non collection of 'C' and 'I' forms	41,589,641	24,436,995
(d) Outstanding bank guarantees	375,861,580	473,977,535

(i) The Company reconciles its outstanding vendor balances by obtaining confirmations/account statements received from such vendors. Basis such reconciliations, the Company did not acknowledge vendor (other than related party) claims amounting to Rs. 3,737,091 (31 March 2020: Rs. 12,548,244) in absence of adequate documentation evidencing the proof of delivery of the materials to be received from the vendors. Further the management confirms that the materials are yet to be received by the Company.

In absence of availability of adequate documentation/supporting evidences that need to be provided by the vendors, the management does not expect any material adverse effect on the financial position and the results of operation as at 31 March 2021. Also refer note 8(ii).

Schneider Electric President Systems Limited
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30 Derivative instruments and unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

	Currency	31-Mar-21		31-Mar-20	
		Fx	Amount (Rs)	Fx	Amount (Rs)
Trade payables	USD	1,236,417	90,394,470	1,089,804	82,460,017
	EUR	114,595	9,826,501	822,757	68,099,570
Trade receivables (gross of provision)	USD	1,002,166	73,268,369	937,679	70,949,473
	EUR	636,535	54,582,845	222,501	18,416,422
Other assets	USD	211,155	15,437,566	-	-
Loans and advances	USD	-	-	15,016	1,136,186
	EUR	17,305	1,483,904	20,385	1,687,238
Cash and bank balances					
- Exchange Earners Foreign Currency (EEFC) accounts	USD	455,267	33,284,589	350,970	26,556,146
	EUR	184,951	15,859,523	66,487	5,503,111

31 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

	31-Mar-21	31-Mar-20
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	101,913,132	41,063,067
Interest due on above	129,507	55,115
	102,042,639	41,118,182
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	1,080,148	438,215
The amount of interest accrued and remaining unpaid at the end of each accounting year	12,289,189	11,079,534
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	12,289,189	11,079,534

32 Value of imports calculated on CIF basis

Raw materials and components	104,515,857	164,854,365
Traded goods	28,332,238	62,942,800
	132,848,095	227,797,165

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Schneider Electric President Systems Limited
Notes to financial statements for the year ended 31 March 2021
All amounts in Indian Rupees, unless otherwise stated

33 Expenditure in foreign currency (accrual basis)	31-Mar-21	31-Mar-20
Management fees	58,143,615	82,078,883
Staff welfare expenses	-	13,217,750
Legal and professional fees	799,402	261,459
Consumables	173,110	542,005
	59,116,127	96,100,097

34 Imported and indigenous raw materials and components consumed	31-Mar-21		31-Mar-20	
	% of total consumption	Amount	% of total consumption	Amount
Raw materials				
Imported	-	-	-	-
Indigenously obtained	100%	256,597,931	100%	160,535,099
	100%	256,597,931	100%	160,535,099
Components and accessories *				
Imported	7%	100,469,157	17%	185,539,448
Indigenously obtained	93%	1,336,169,039	83%	917,620,378
	100%	1,436,638,196	100%	1,103,159,826
Total cost of raw materials and components consumed		1,693,236,127		1,263,694,925

* There are no items, which in value account for 10% or more of the total value of raw materials consumed to be shown as separate items.

35 Earnings in foreign currency (accrual basis)	31-Mar-21	31-Mar-20
Export of goods on FOB basis	515,808,037	538,524,443

36 As a part of Schneider Electric SE (Ultimate holding Company) overall pay policy, Schneider Electric SE, has set up a Worldwide Employee Stock Option Plan (WESOP) scheme to the employees of the group companies under which the employees are granted Stock Options of Schneider Electric SE each year. However, owing to the Covid-19 pandemic, no Stock Options were granted to the employees during the year ended March 31, 2021.

The Institute of Chartered Accountants of India has issued a Guidance Note on Accounting for Employee Share-based payments, which is applicable to employee share based payment plans, the grant date in respect of which falls on or after 1 April 2005. The scheme detailed above is managed and administered by the ultimate parent company for its own benefit and do not have any settlement obligations on the Company. Further, the aforesaid scheme pertains to shares of the ultimate parent company and impact of compensation benefits in respect of such scheme is assessed and accounted for in the books of the parent company. Accordingly, the Company is of the opinion that the same is not required to be accounted for as per the said Guidance Note.

37 The Company is in the process of completing transfer pricing study to ascertain whether international transactions with associated enterprises are in compliance with the transfer pricing norms under the Indian Income-tax Act, 1961. The management does not anticipate any adjustment with regard to the transactions involved.

38 As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The gross amount required to be spent by the Company is Rs 3,542,336 (31 March 2020: Rs 4,530,459). The Company has spend its CSR allocated fund for Covid-19 relief to contractual labour, PM CARES Fund and Schneider Foundation which aims to contribute to the development of underprivileged people and societies through education, awareness-raising and vocational training related to energy.

39 The Company has an ongoing litigation on the delisting matter where an appeal was filed by certain public shareholders of the Company before the Securities Appellate Tribunal ('SAT') against the disposal of compliant filed by certain public investors of the Company in the 'SCORES' system of investor redressal by the Securities Exchange Board of India (SEBI) vide communication dated 20 September 2017 related to non-listing of the Company in other stock exchanges and the valuation of its shares during the exit offer.

SAT vide its order dated 26 November 2019 ('the Order'), disposed of the appeal and directed SEBI to consider the matters raised by the public investors and pass a reasoned order within 3 months. SEBI filed a review application before SAT seeking review of the above Order, which was dismissed by SAT. Subsequently, SEBI filed an appeal with the Hon'ble Supreme Court, where the Supreme Court directed SEBI to decide the matter without being influenced by any observation made in the SAT Order.

SEBI reheard the matter and passed an order on 19 January 2021 directing the Company to either (i) list the equity shares of the Company on a nationwide stock exchange or (ii) delist the Company in terms of the Delisting Regulations; within a period of 6 months.

The Company filed a Writ Petition with Hon'ble Bombay High Court against the SEBI order dated 19 January 2021. The Hon'ble High Court directed the Company to approach the Securities Appellate Tribunal ("SAT") with an observation that the SAT shall not be influenced with its earlier order.

The Company filed an appeal before the SAT on 27 February 2021, seeking urgent listing of the appeal and interim reliefs. Consequently, SEBI and the shareholders served an unaffirmed reply on the Company on 12 June 2021 and 13 June 2021 respectively. Further, the shareholders filed an affirmed copy of the reply on 6 July 2021. The Company has filed its Rejoinder to the above submissions and the final hearing at admission stage is scheduled on 2 September 2021.

Pending final outcome, the management based on consultants/ legal counsels' opinion, is of the view that it has complied with the directives of SEBI and the exit option provided by the Company and its promoters was as per circular / directives issued by SEBI. Accordingly, the management is of the view that the likelihood of financial liability devolving upon the Company is unlikely.

40 The Company has assessed and considered the impact of the ongoing Covid-19 pandemic on carrying amounts of receivables, other assets and its business operations including all relevant internal and external information available up to the date of approval of these financial statements. Basis such evaluation, the management does not expect any adverse impact on its future cash flows and shall be able to continue as a going concern and meet its obligations as and when they fall due. The impact of Covid-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements. The Company will continue to monitor future economic conditions for any significant change.

41 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

42 The previous year's figures have been re-grouped/rearranged, wherever necessary to confirm to current years' classification.

As per our report of even date.

For S.R.Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
Schneider Electric President Systems Limited

per Navin Agrawal
Partner
Membership Number: 056102

Swaminathan Venkatraman
Director
DIN: 03139440

Sugata Sircar
Director
DIN: 01119161

Sapna Bhatia Company
Secretary Membership
Number: 32349

Place: Bengaluru
Date: 30 July 2021

Place: Bengaluru
Date: 30 July 2021

Place: Gurugram
Date: 30 July 2021

Place: Bengaluru
Date: 30 July 2021