

22nd September, 2017

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI 400 051

Fax # 022-2659 8237/8238/8347/8348

Symbol : SCHNEIDER

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI 400 001

Fax # 022-2272 3121/2037/2039

Scrip Code : 534139

The General Manager-Operation
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001

Fax # 033-22104492/4500/4468

Scrip Code : 10030003

Dear Sir,


Sub: Intimation regarding outcome of Seventh Annual General Meeting and Results of E-Voting and Poll conducted at the Seventh AGM along with the signed Scrutinizer's Report

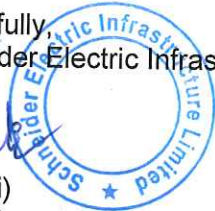
This is to inform you that the Shareholders in their Seventh Annual General Meeting of the Company held today have adopted the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon and approved the other items of the notice and passed with the requisite majority.

Results of E-Voting and Poll conducted at the 7th AGM along with the signed Scrutinizer's Report is enclosed herewith. Simultaneously the results are being intimated to NSDL and also being uploaded on the Company's website and being displayed at the notice board of the registered office.

Thanking you,

Yours faithfully,
For Schneider Electric Infrastructure Limited


(Anil Rustgi)
Company Secretary
Encl: As above



RESULTS OF E-VOTING AND POLL CONDUCTED AT 7th AGM

It is hereby notified to the Members of the Company and all other concerned authorities that the Company conducted the process of E-Voting and Poll in terms of the Notice dated 27.07.2017, for passing various resolutions under the Companies Act, 2013 and Rules framed thereunder.

The Company had appointed Mohd. Nazim Khan, a Practising Company Secretary (FCS – 6529 & CP – 8245) as the Scrutinizer for conducting the E- Voting/ Poll, who has submitted his Report. The details of the Results are as follows:-

| Resolution Nos. as given in the Notice of the Seventh Annual General Meeting | Particulars of votes cast | | | | | | |
|--|---|-------------------|-----------------|----------|------------------|---------------|------------------------|
| | | Electronic Voting | | Poll | | Voting Result | |
| | | Nos. (A) | % of valid vote | Nos. (B) | % of valid votes | Nos. (A)+(B) | % of total valid votes |
| Ordinary Business | 1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2017 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon | | | | | | |
| | Votes cast in favour | 189,363,368 | 100 | 2,201 | 100 | 189,365,569 | 100 |
| | Votes Cast against | 481 | Negligible | 0 | 0 | 481 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2. Ordinary Resolution: To appoint a Director in place of Mr. Vivek Sarwate (DIN: 07424152) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment | | | | | | |
| | Votes cast in favour | 188,951,655 | 99.78 | 2,201 | 100 | 188,953,856 | 99.78 |
| | Votes Cast against | 412,194 | 0.22 | 0 | 0 | 412,194 | 0.22 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | |
|------------------|---|-------------|------------|-------|-------|-------------|------------|
| | 3. Ordinary Resolution: To appoint a Director in place of Mr. Anil Chaudhry (DIN: 03213517) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment | | | | | | |
| | Votes cast in favour | 189,350,155 | 99.99 | 2,201 | 100 | 189,352,356 | 99.99 |
| | Votes Cast against | 13,694 | 0.01 | 0 | 0 | 13,694 | 0.01 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 4. Ordinary Resolution: To ratify the appointment of Statutory Auditors for FY 2017-18 and fix their remuneration | | | | | | |
| | Votes cast in favour | 189,363,070 | 100 | 2,201 | 100 | 189,365,271 | 100 |
| | Votes Cast against | 769 | Negligible | 0 | 0 | 769 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Special Business | 5. Ordinary Resolution: Ratification of remuneration payable to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001 for the financial year 2017-18 | | | | | | |
| | Votes cast in favour | 189,363,080 | 100 | 2,196 | 99.77 | 189,365,276 | 100 |
| | Votes Cast against | 769 | Negligible | 5 | 0.23 | 774 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

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|---|-------------|------------|-------|-------|-------------|------------|--|
| 6. Special Resolution: Alteration in the Memorandum of Association of the Company | | | | | | | |
| Votes cast in favour | 189,363,043 | 100 | 2,201 | 100 | 189,365,244 | 100 | |
| Votes Cast against | 806 | Negligible | 0 | 0 | 806 | Negligible | |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | |
| 7. Special Resolution: Alteration in the Articles of Association of the Company | | | | | | | |
| Votes cast in favour | 189,350,423 | 99.99 | 2,201 | 100 | 189,352,624 | 99.99 | |
| Votes Cast against | 13,301 | 0.01 | 0 | 0 | 13,301 | 0.01 | |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | |
| 8. Special Resolution: Related Party Transactions ¹ | | | | | | | |
| Votes cast in favour | 9,590,060 | 95.56 | 2,196 | 99.77 | 9,592,256 | 95.56 | |
| Votes Cast against | 445,763 | 4.44 | 5 | 0.23 | 445,768 | 4.44 | |

¹ Note: Regulation 23 of SEBI (LODR) Regulations, there are two promoters/ promoters group, out of which one promoter/ promoter group namely Energy Grid Automation Transformers and Switchgears India Private Limited has not participated and not voted in this resolution while another promoter/ promoter group namely Schneider Electric Singapore Pte Ltd has participated and voted in this resolution. However, its vote has not been considered in the votes cast and has considered as invalid votes.

| | | | | | | | |
|--|---|-------------|-------|-------|-----|-------------|-------|
| | Invalid Votes | 10,592,659 | 100 | 0 | 0 | 10,592,659 | 100 |
| | | | | | | | |
| | 9. Special Resolution: Participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme of the Ultimate Holding Company, Schneider Electric SE, France and ratification of the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2016-17 | | | | | | |
| | Votes cast in favour | 188,373,785 | 99.84 | 2,201 | 100 | 188,375,986 | 99.84 |
| | Votes Cast against | 306,359 | 0.16 | 0 | 0 | 306,359 | 0.16 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

The above resolutions have been passed with the requisite majority.

For **Schneider Electric Infrastructure Limited**


Anil Rustgi
 Company Secretary

Vadodara
 22.09.2017



MNK & ASSOCIATES

Company Secretaries

G-41, Ground Floor, West Patel Nagar, New Delhi - 110008

Tel: +91-11-45095230; Mobile: +91-9818156340; Email: nazim@mnkassociates.com

SCRUTINIZER'S REPORT

The Chairman
M/s Schneider Electric Infrastructure Limited
Milestone 87, Vadodara, Halol Highway
Village Kotambi, Post office Jarod
Vadodara- 391510, Gujarat

Dear Sir,

1. The Company has appointed Mohd Nazim Khan, Practicing Company Secretary, New Delhi (FCS-6529 & CP-8245) as the Scrutinizer for the purpose of conducting the e-voting process/ poll (physical voting) on the agenda items transacted at the Seventh Annual General Meeting (the AGM) of the Company held on Friday, September 22, 2017 at 11:00 am at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat (India).
2. I submit this report for voting conducted through electronic and physical means as under:
 - 2.1. The Company has provided e-voting facility to all the Shareholders and has sent the AGM notice and Annual Report for the financial year 2016-17 electronically on 25.08.2017 to such Shareholders whose email IDs were registered with depository participants. For the other Shareholders, the AGM notice and Annual Report for the financial year 2016-17 of the Company has been sent by registered post, dispatch of which was completed on 26.08.2017.
 - 2.2. The e- voting period began at 9:00 a.m. on September 19, 2017 and ended at 5:00 p.m. on September 21, 2017. The votes received electronically from the Shareholders till Thursday, September 21, 2017 up to 5:00 pm, being the last date and time fixed by the Company for e-voting and the votes received in the poll process (physical voting) on the date of the AGM, were considered for my scrutiny.
 - 2.3. Particulars of all the votes received from the Members have been entered in a register separately maintained for the purpose.
 - 2.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on 15.09.2017.



- 2.5. The empty polling box duly locked and sealed was placed in the presence of the members and subsequent to the end of the polling process, the polling box was opened by me in the presence of two witnesses.
- 2.6. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 2.7. The poll papers, which were found defective because of signature mis-match, e-voting and non-shareholding on the cut-off date, have been treated as invalid and kept separately.

3. A summary of the votes cast through e-voting/poll (physical voting) is given below:

| Resolution Nos. as given in the Notice of the Seventh Annual General Meeting | Particulars of votes cast | | | | | | |
|--|---|-----------------|------------|------------------|---------------|------------------------|------------|
| | Electronic Voting | | Poll | | Voting Result | | |
| | Nos. (A) | % of valid vote | Nos. (B) | % of valid votes | Nos. (A)+(B) | % of total valid votes | |
| Ordinary Business | 1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2017 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon | | | | | | |
| | Votes cast in favour | 189,363,368 | 100 | 2,201 | 100 | 189,365,569 | 100 |
| | Votes Cast against | 481 | Negligible | 0 | 0 | 481 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2. Ordinary Resolution: To appoint a Director in place of Mr. Vivek Sarwate (DIN: 07424152) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment | | | | | | |
| | Votes cast in favour | 188,951,655 | 99.78 | 2,201 | 100 | 188,953,856 | 99.78 |
| | Votes Cast against | 412,194 | 0.22 | 0 | 0 | 412,194 | 0.22 |



| | | | | | | | |
|------------------|---|-------------|------------|-------|-------|-------------|------------|
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 3. Ordinary Resolution: To appoint a Director in place of Mr. Anil Chaudhry (DIN: 03213517) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment | | | | | | |
| | Votes cast in favour | 189,350,155 | 99.99 | 2,201 | 100 | 189,352,356 | 99.99 |
| | Votes Cast against | 13,694 | 0.01 | 0 | 0 | 13,694 | 0.01 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 4. Ordinary Resolution: To ratify the appointment of Statutory Auditors for FY 2017-18 and fix their remuneration | | | | | | |
| | Votes cast in favour | 189,363,070 | 100 | 2,201 | 100 | 189,365,271 | 100 |
| | Votes Cast against | 769 | Negligible | 0 | 0 | 769 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Special Business | 5. Ordinary Resolution: Ratification of remuneration payable to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001 for the financial year 2017-18 | | | | | | |
| | Votes cast in favour | 189,363,080 | 100 | 2,196 | 99.77 | 189,365,276 | 100 |
| | Votes Cast against | 769 | Negligible | 5 | 0.23 | 774 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |



| | | | | | | | |
|--|---|-------------|------------|-------|-------|-------------|------------|
| | 6. Special Resolution: Alteration in the Memorandum of Association of the Company | | | | | | |
| | Votes cast in favour | 189,363,043 | 100 | 2,201 | 100 | 189,365,244 | 100 |
| | Votes Cast against | 806 | Negligible | 0 | 0 | 806 | Negligible |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| | 7. Special Resolution: Alteration in the Articles of Association of the Company | | | | | | |
| | Votes cast in favour | 189,350,423 | 99.99 | 2,201 | 100 | 189,352,624 | 99.99 |
| | Votes Cast against | 13,301 | 0.01 | 0 | 0 | 13,301 | 0.01 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |
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| | Votes Cast against | 445,763 | 4.44 | 5 | 0.23 | 445,768 | 4.44 |
| | Invalid Votes | 10,592,659 | 100 | 0 | 0 | 10,592,659 | 100 |


¹ Note: Regulation 23 of SEBI (LODR) Regulations, there are two promoters/ promoters group, out of which one promoter/ promoter group namely Energy Grid Automation Transformers and Switchgears India Private Limited has not participated and not voted in this resolution while another promoter/ promoter group namely Schneider Electric Singapore Pte Ltd has participated and voted in this resolution. However, its vote has not been considered in the votes cast and has considered as invalid votes.



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| | 9. Special Resolution: Participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme of the Ultimate Holding Company, Schneider Electric SE, France and ratification of the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2016-17 | | | | | | |
| | Votes cast in favour | 188,373,785 | 99.84 | 2,201 | 100 | 188,375,986 | 99.84 |
| | Votes Cast against | 306,359 | 0.16 | 0 | 0 | 306,359 | 0.16 |
| | Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 |

4. You may accordingly declare the result of the voting through electronic voting/poll (physical voting).

Thanking you,
Yours faithfully,
For MNK & Associates
Company Secretaries


Mohd Nazim Khan
(Scrutinizer)
FCS - 6529 & CP - 8245

Place: Vadodara
Dated: September 22, 2017