

SEIL/Sec./SE/2021-22/41**September 15, 2021**

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039

Symbol: SCHNEIDER

Scrip Code No. 534139

Sub: Outcome of Eleventh (11th) Annual General Meeting of the Company pursuant to the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir(s),

In continuation to our letter no. SEIL/Sec./SE/2021-22/37 dated August 20, 2021, this is to inform you that the 11th Annual General Meeting ("AGM") of Schneider Electric Infrastructure Limited ("Company") was held on Tuesday, September 14, 2021 at 3:30 p.m. (IST) through Video Conferencing/Other Audio Visual Means, and transacted the business(es) set out in the Notice of AGM dated August 12, 2021.

In this regard, we enclose herewith a summary of proceedings of the AGM as required under Regulation 30, Part-A of Schedule -III of the SEBI Listing Regulations.

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

Thanking you.

Yours Sincerely,

For **Schneider Electric Infrastructure Limited**

(Bhumika Sood)
Company Secretary and Compliance Officer

Encl: As above

Schneider Electric Infrastructure Limited

Corp. Office: 9th Floor, DLF Building No.10.Tower C, DLF Cyber City, Phase II, Gurgaon – 122002, India; **Tel:** +91 124 7152300; **Fax.:** +91 (0) 124-422 2036; **www.schneider-infra.in**

Regd. Office: Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod Vadodara -391510, Gujarat; **Tel:** +91 02668 664300 **Fax:** +91 664621; **CIN:** L31900GJ2011PLC064420

SUMMARY OF PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED HELD ON TUESDAY, SEPTEMBER 14, 2021 THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MEANS

In view of the continued COVID19 pandemic circumstances, the 11th Annual General Meeting (“AGM/Meeting”) of the Members of Schneider Electric Infrastructure Limited (“the Company”) was held on Tuesday, September 14, 2021 at 3:30 p.m. (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) in compliance with the Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) vide Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021 respectively (collectively referred to as “Relevant Circulars”) and as per the applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder.

The Meeting started at 3.30 p.m. (IST) on Tuesday, September 14, 2021.

Ms. Bhumika Sood, Company Secretary & Compliance Officer of the Company, welcomed the members and briefed them on the general instructions relating to their participation at the Meeting through Audio-Visual means and also, that the Company had taken all feasible efforts under the current circumstances for conducting this AGM in a smooth manner to enable participation and voting through electronic mode. She further mentioned that the Company has availed the VC facility from KFintech Technologies Private Limited.

As per the records of attendance, 54 (Fifty-Four) Members attended the Meeting including authorized representatives. The requisite quorum being present, the Chairman called the Meeting to order.

Mr. Vinod Kumar Dhall, Chairman of the Board and the Audit Committee, chaired the Meeting and started the formal proceedings. Mr. Dhall welcomed the Members and the Board of Directors to the Meeting.

At the outset, Mr. Dhall announced that in case he disconnects from the Meeting owing to any technical difficulty or breakdown, Mr. V.S. Vasudevan, Independent Director, would step in as standing Chairperson and continue to Chair the Meeting, till he resumes back.

All the Directors of the Company attended the Meeting.

Thereafter, Mr. Anil Chaudhry, Director on Board, informed the Members that the second and final term of our Independent Directors, viz. Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. V.S. Vasudevan will end on May 21, 2022 and that this AGM was their last Meeting with the Company. Mr. Chaudhry, placed on record sincere appreciation on behalf of the entire Board and appreciated their valuable contribution in enhancing the credibility and visibility of the Company, during the tenure of their association with the Company.

Representatives of M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, the Statutory Auditors and Secretarial Auditors viz., M/s Sanjay Grover & Associates, Practicing Company Secretaries, attended the meeting through VC from their respective locations.

The Notice of the 11th AGM along with the Auditor's Report for the financial year 2020-21, were taken as read, with the permission of the Members. It was confirmed that the Auditor's Report does not contain any qualifications, modified opinions or adverse remarks.

The Chairman then informed the Members that the statutory registers and documents along with the information stated in the Notice of AGM dated August 12, 2021 ("Notice"), were available for inspection electronically by the Members.

The Chairman then invited Mr. Sanjay Sudhakaran, Managing Director and Chief Executive Officer to make the presentation on operations of the Company, for information of the Members.

Mr. Sanjay Sudhakaran then presented the Company's insights into the past year and way forward, along with Mr. Mayank Holani, Chief Financial Officer and Mr. Amol Phatak, Whole-Time Director.

The Chairman, thereafter, informed about the facility provided to the shareholders for registering as Speakers and/or posting questions through Kfintech platform.

It was further clarified that the queries received from the shareholders via email route were appropriately responded.

Members, who had registered before-hand and conveyed their desire to speak at the Meeting, were sequentially invited to express their views or ask questions and seek clarification(s). Appropriate responses/ clarifications were provided to the questions/ queries raised by the members.

Thereafter, Mr. Dhall informed the Members that pursuant to the provisions of the Act and rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members before and during the AGM in respect of the resolutions to be passed at the Meeting as set out in the Notice.

The remote e-voting commenced on Saturday, September 11, 2021 (IST 9.00 a.m.) and continued till Monday, September 13, 2021 (IST 5.00 p.m.).

Subsequently, the following matters as set out in the Notice were read out and put to vote for the Members' approval:

Sr. No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Audited financial statements & related reports for the year ended March 31, 2021.	Ordinary Resolution
2.	Re-appointment of Ms. Anil Chaudhry as a Director of the Company liable to retire by rotation.	Ordinary Resolution
SPECIAL BUSINESS		
3.	Appointment of Mr. Amol Phatak (DIN: 09149703) as a Non-Executive Director of the Company effective from May 1, 2021.	Ordinary Resolution
4.	Appointment of Mr. Amol Phatak (DIN: 09149703) as a Whole-Time Director of the Company in professional capacity effective from August 12, 2021.	Special Resolution
5.	Appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as Managing Director and Chief Executive Officer of the Company in professional capacity effective from May 1, 2021.	Special Resolution
6.	Ratification of remuneration of cost auditors for financial year ending on March 31, 2022.	Ordinary Resolution
7.	Approve participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme.	Special Resolution
8.	Approve Material Related Party Transaction with Schneider Electric Sachsenwerk GmbH, Germany.	Ordinary Resolution

It was informed that Mr. Rupesh Agarwal, Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries, was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the AGM.

The Chairman announced that the results of the voting (both remote e-voting and e-voting at the Meeting) would be declared within the timelines prescribed under law and would be sent to the stock exchanges and shall also be placed at the website of the Company, the stock exchanges and Kfintech.

The Chairman thanked the Members for their continuous support and association with the Company and requested the Members to continue voting.

The meeting concluded at 5.45 p.m. (IST) after being open for 15 minutes for e-voting..

The quorum was present throughout the Meeting.

This is for your information and records.

For **Schneider Electric Infrastructure Limited**

Bhumika Sood
Company Secretary & Compliance Officer