

SEIL/Sec./SE/2023-24/49**September 14, 2023**

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: Proceedings of Thirteenth (13th) Annual General Meeting of the Company

Dear Sir/Madam,

In continuation to our letter no. SEIL/Sec./SE/2023-24/41 dated August 22, 2023 this is to inform you that the 13th Annual General Meeting (“AGM”) of Schneider Electric Infrastructure Limited (“the Company”) was held today, i.e. Thursday, September 14, 2023 at 3:30 p.m. (IST) through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), and business(es) set out in the Notice of AGM dated June 29, 2023 were duly transacted.

In this regard, please find enclosed the summary of proceedings of the AGM as required under Regulation 30, Part A of Schedule III of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Meeting commenced at 3:30 p.m. IST and concluded at 5:17 p.m. IST.

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

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SUMMARY OF PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED HELD ON THURSDAY, SEPTEMBER 14, 2023, AT 3.30 PM (IST) THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MEANS

The 13th Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric Infrastructure Limited (“**the Company**”) was held on Thursday, September 14, 2023 at 3:30 p.m. (IST) through Video Conference (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”) and as per the applicable provisions of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder.

The Meeting started at its scheduled time at 3.30 p.m. (IST) and concluded at 5:17 p.m. IST (including the time allowed for e-voting at the AGM).

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 VC/ OAVM and also, that the Company had taken all feasible efforts 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 Limited (KFinTech) that allows participation of atleast 1000 Members on a first-come-first-serve basis.

Ms. Sood introduced Ms. Namrata Kaul, Chairperson of the Board, Audit Committee, Risk Management Committee and Stakeholders Relationship Committee and informed that Ms. Kaul also holds a seat on the Nomination and Remuneration Committee of the Board, and thereafter, invited her to conduct the proceedings.

As per the records of attendance, 50 Members including authorized representatives attended the Meeting. The requisite quorum being present, the Company Secretary called the Meeting to order.

Ms. Kaul chaired the Meeting and started the formal proceedings. Ms. Kaul welcomed the Members and the Board of Directors to the Meeting. Before commencing the formal proceedings, the Chairperson requested the fellow Board of Directors and Key Managerial Personnel(s) of the Company present at the Meeting to introduce themselves to the shareholders.

Ms. Kaul announced that in case she disconnects from the Meeting owing to any technical difficulty or breakdown, Mr. Amol Phatak, Whole-Time Director, would step in as standing Chairman and continue to Chair the Meeting, till she resumes back.

All the Directors of the Company attended the Meeting.

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

The Chairperson then informed the Members that the statutory registers and documents along with the information stated in the Notice, were available for inspection electronically by the Members.

With the consent of the members present at the Meeting, the Notice of the 13th AGM (“**Notice**”) along with the Auditor’s Report for the financial year 2022-23 as sent to the members through electronic mode were taken as read. It was confirmed that the Auditor’s Report does not contain any qualifications, modified opinions or adverse remarks which may have impact on the financial health of the Company.

The Chairperson then invited Mr. Amol Phatak, Whole-Time Director to make the presentation on business operations of the Company, for information of the Members.

Mr. Phatak, Mr. Arnab Roy then presented the Company’s business and Ms. Suparna Banerjee Bhattacharyya provided the finance insights of the past year.

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

It was further clarified that the queries received from the Members 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, Ms. Kaul informed that 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 Monday, September 11, 2023 at 9:00 a.m. (IST) and continued till Wednesday, September 13, 2023 at 5:00 p.m. (IST). Members, who did not cast their votes electronically earlier, were permitted to cast their votes during the Meeting through the e-Voting system provided by KFintech as detailed in the Notice.

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

Sr. No.	Items Transacted	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Audited financial statements & related reports for the year ended March 31, 2023.	Ordinary
2.	Re-appointment of Mr. Amol Phatak as a Director of the Company liable to retire by rotation.	Ordinary
SPECIAL BUSINESS		
3.	Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited.	Ordinary
4.	Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited.	Ordinary

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5.	Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS.	Ordinary
6.	Appointment of Mr. Deepak Sharma as a Non-Executive Director of the Company with effect from June 30, 2023.	Ordinary
7.	Payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company.	Special
8.	Ratification of Remuneration to be paid to M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24.	Ordinary

It was informed that Mr. Shashikant Tiwari, 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 Chairperson authorized Ms. Bhumika Sood to carry out the e-voting process and further authorized her to declare the voting results.

It was further 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 and Kfintech.

The Chairperson then extended her gratitude to the Members for their continuous support and association with the Company and requested the Members to continue voting.

The e-Voting facility was kept open for next 15 minutes post the conclusion of the proceedings to enable the members to cast their votes.

The meeting concluded at 5:17p.m. (IST).

It was further confirmed that the requisite quorum was present throughout the Meeting.

This is for your information and records.

For **Schneider Electric Infrastructure Limited**

Bhumika Sood
Company Secretary & Compliance Officer