

**SEIL/Sec./SE/2023-24/51****September 15, 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: Voting Results and Scrutinizer's Report of 13<sup>th</sup> 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 read with letter no. SEIL/Sec./SE/2023-24/49 dated September 14, 2023, this is to inform you that the 13<sup>th</sup> Annual General Meeting ("AGM") of Schneider Electric Infrastructure Limited ("the Company") was held on 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 following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as **Annexure-I**; and
2. Consolidated Report of Scrutinizer dated September 15, 2023, for remote e-Voting and e-Voting conducted during the AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the relevant circulars and notifications, issued from time-to-time, as **Annexure-II**.

The voting results along with the Scrutinizer's Report(s) will be made available at the registered and corporate office of the Company and at the website at <https://infra-in.se.com/> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>.

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****Schneider Electric Infrastructure Limited**

Corp. Office: 9<sup>th</sup> 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](http://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

**SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED - Details of Voting Results of 13th Annual General Meeting (AGM)**

Annexure I

Date of the AGM	14.09.2023
Total number of shareholders on record date (07.09.2023 )	77489
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group :	Not Applicable
Public :	Not Applicable
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	2
Public :	52

Agenda-wise disclosure

**Resolution No : 1 - Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.**

Resolution required : ( Ordinary/ Special )	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No							
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting		179328026	100.0000	179328026	0	100.0000	0.0000
	Poll (Instapoll)	179328026	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.0000</b>	<b>179328026</b>	<b>0</b>	<b>100.0000</b>
<b>Public - Institutions</b>	E-Voting		5296870	65.8231	5296870	0	100.0000	0.0000
	Poll (Instapoll)	8047132	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8047132</b>	<b>5296870</b>	<b>65.8231</b>	<b>5296870</b>	<b>0</b>	<b>100.0000</b>
<b>Public -Non Institutions</b>	E-Voting		65293	0.1262	64670	623	99.0458	0.9542
	Poll (Instapoll)	51728877	28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>93334</b>	<b>623</b>	<b>99.3369</b>
<b>Total</b>		<b>239104035</b>	<b>184718853</b>	<b>77.2546</b>	<b>184718230</b>	<b>623</b>	<b>99.9997</b>	<b>0.0003</b>

**Details of invalid votes**

Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

**Resolution No : 2 - Appointment of Mr. Amol Dattatraya Phatak who retires by rotation as a Director.**

<b>Resolution required : ( Ordinary/ Special )</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda/ resolution ?</b>	<b>No</b>

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	179328026	179328026	100.0000	179328026	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>179328026</b>	<b>179328026</b>	<b>100.0000</b>	<b>179328026</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutions</b>	E-Voting	8047132	5323032	66.1482	5064709	258323	95.1471	4.8529
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5064709</b>	<b>258323</b>	<b>95.1471</b>	<b>4.8529</b>
<b>Public -Non Institutions</b>	E-Voting	51728877	65293	0.1262	64669	624	99.0443	0.9557
	Poll (Instapoll)		28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>93333</b>	<b>624</b>	<b>99.3359</b>	<b>0.6641</b>
<b>Total</b>		<b>239104035</b>	<b>184745015</b>	<b>77.2655</b>	<b>184486068</b>	<b>258947</b>	<b>99.8598</b>	<b>0.1402</b>

<b>Details of invalid votes</b>	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

**Resolution No : 3 - Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited.**

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	Yes

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll (Instapoll)	179328026	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>179328026</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public - Institutions</b>	E-Voting		5323032	66.1482	5323032	0	100.0000	0.0000
	Poll (Instapoll)	8047132	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5323032</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public -Non Institutions</b>	E-Voting		65293	0.1262	63668	1625	97.5112	2.4888
	Poll (Instapoll)	51728877	28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>92332</b>	<b>1625</b>	<b>98.2705</b>	<b>1.7295</b>
<b>Total</b>		<b>239104035</b>	<b>5416989</b>	<b>2.2655</b>	<b>5415364</b>	<b>1625</b>	<b>99.9700</b>	<b>0.0300</b>

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	179328026*
Public Institutions	0
Public Non Institutions	0

\* E-Voting by Promoters on matter relating to the material Related Party Transaction has been treated as invalid.

**Resolution No : 4 - Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited.**

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	Yes

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026	0	0.0000	0	0	0.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>179328026</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public - Institutions	E-Voting	8047132	5323032	66.1482	5323032	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5323032</b>	<b>0</b>	<b>100.0000</b>
Public -Non Institutions	E-Voting	51728877	65293	0.1262	63671	1622	97.5158	2.4842
	Poll (Instapoll)		28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>92335</b>	<b>1622</b>	<b>98.2737</b>
<b>Total</b>		<b>239104035</b>	<b>5416989</b>	<b>2.2655</b>	<b>5415367</b>	<b>1622</b>	<b>99.9701</b>	<b>0.0299</b>

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	179328026*
Public Institutions	0
Public Non Institutions	0

\* E-Voting by Promoters on matter relating to the material Related Party Transaction has been treated as invalid.

**Resolution No : 5 - Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS.**

<b>Resolution required : ( Ordinary/ Special )</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda/ resolution ?</b>	<b>Yes</b>

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll (Instapoll)	179328026	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>179328026</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public - Institutions</b>	E-Voting		5323032	66.1482	5323032	0	100.0000	0.0000
	Poll (Instapoll)	8047132	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5323032</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public -Non Institutions</b>	E-Voting		65293	0.1262	63669	1624	97.5128	2.4872
	Poll (Instapoll)	51728877	28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>92333</b>	<b>1624</b>	<b>98.2715</b>	<b>1.7285</b>
<b>Total</b>		<b>239104035</b>	<b>5416989</b>	<b>2.2655</b>	<b>5415365</b>	<b>1624</b>	<b>99.9700</b>	<b>0.0300</b>

<b>Details of invalid votes</b>	
Category	No of Votes
Promoter and Promoter Group	179328026*
Public Institutions	0
Public Non Institutions	0

\*E-Voting by Promoters on matter relating to the material Related Party Transaction has been treated as invalid.

Resolution No : 6 - Appointment of Mr. Deepak Sharma (DIN: 10059493) as a Non-Executive Director of the Company with effect from June 30, 2023.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026	179328026	100.0000	179328026	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.0000</b>	<b>179328026</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-Voting	8047132	5323032	66.1482	5064709	258323	95.1471	4.8529
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5064709</b>	<b>258323</b>	<b>95.1471</b>
Public -Non Institutions	E-Voting	51728877	65293	0.1262	63668	1625	97.5112	2.4888
	Poll (Instapoll)		28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>92332</b>	<b>1625</b>	<b>98.2705</b>
<b>Total</b>		<b>239104035</b>	<b>184745015</b>	<b>77.2655</b>	<b>184485067</b>	<b>259948</b>	<b>99.8593</b>	<b>0.1407</b>

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

**Resolution No : 7 - Payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company.**

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026	179328026	100.0000	179328026	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.0000</b>	<b>179328026</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-Voting	8047132	5323032	66.1482	960871	4362161	18.0512	81.9488
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>960871</b>	<b>4362161</b>	<b>18.0512</b>
Public -Non Institutions	E-Voting	51728877	65293	0.1262	54608	10685	83.6353	16.3647
	Poll (Instapoll)		28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>83272</b>	<b>10685</b>	<b>88.6278</b>
<b>Total</b>		<b>239104035</b>	<b>184745015</b>	<b>77.2655</b>	<b>180372169</b>	<b>4372846</b>	<b>97.6330</b>	<b>2.3670</b>

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0



**Resolution No : 8 - Ratification of Remuneration to be paid to Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24.**

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026	179328026	100.0000	179328026	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.0000</b>	<b>179328026</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-Voting	8047132	5323032	66.1482	5323032	0	100.0000	0.0000
	Poll (Instapoll)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8047132</b>	<b>5323032</b>	<b>66.1482</b>	<b>5323032</b>	<b>0</b>	<b>100.0000</b>
Public -Non Institutions	E-Voting	51728877	65293	0.1262	64671	622	99.0474	0.9526
	Poll (Instapoll)		28664	0.0554	28664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51728877</b>	<b>93957</b>	<b>0.1816</b>	<b>93335</b>	<b>622</b>	<b>99.3380</b>
<b>Total</b>		<b>239104035</b>	<b>184745015</b>	<b>77.2655</b>	<b>184744393</b>	<b>622</b>	<b>99.9997</b>	<b>0.0003</b>

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0



**CHANDRASEKARAN ASSOCIATES®**  
COMPANY SECRETARIES

**Scrutinizer's Report on remote e-voting and e-voting at the 13<sup>th</sup>  
Annual General Meeting of Schneider Electric Infrastructure Limited**

**The Chairperson**

**Schneider Electric Infrastructure Limited**  
Milestone 87, Vadodara-Halol Highway,  
Village Kotambi, Post Office Jarod,  
Vadodara 391 510, Gujarat, India

Date of Meeting: September 14, 2023  
Day of Meeting: Thursday  
Time of Meeting: 03:30 P.M. (IST)

Dear Sir/Ma'am,

I, Shashikant Tiwari, Partner of Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of **Schneider Electric Infrastructure Limited ("Company")** for scrutinizing the remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 13<sup>th</sup> Annual General Meeting ("**the Meeting/ AGM**") convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the resolutions set out in the notice of the Meeting dated June 29, 2023 ("**Notice**").

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2023 respectively, issued by Ministry of Corporate Affairs ("**MCA Circular**") and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2023/62 dated May 13, 2020 ("**SEBI Circular**"), [collectively referred to as "**Relevant Circulars**"], the Company has sent the Annual Report for financial year 2022-23 ("**Annual Report**") along with the Notice, only through e-mail to those Members only whose name appeared in the register of members of the Company as on Friday, August 18, 2023 and whose email IDs are registered with the Company/Registrar and Transfer Agent ("**RTA**")/ Depository Participants ("**DPs**"). The Company gave an additional facility to the members to register their e-mail ids with the RTA, the Company or their DPs through pre-dispatch newspaper advertisements published on August 19, 2023 in The Financial Express (English Newspaper -all editions), The Financial Express (Gujarati Newspaper-Ahmedabad and Gujarat Samachar (Gujarati Newspaper-Vadodara) in terms of the Relevant Circulars.

The Company had also given the post-dispatch newspaper advertisements in the above named newspapers on August 23, 2023 as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming the completion of dispatch of Annual Report and the Notice to the Shareholders.

The Company had appointed KFin Technologies Limited ("**KFintech**") for providing the facility for the electronic voting and for participation in the AGM through VC/OAVM.

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The remote e-voting period commenced on Monday, September 11, 2023 at 09:00 A.M. (IST) and ended on Wednesday, September 13, 2023 at 05:00 P.M. (IST) and the KFinTech e-voting platform was blocked thereafter and then reopened during the AGM and was kept opened during the AGM and till 15 minutes after the formal proceedings were closed.

Further, the e-voting was announced for the members who attended the Meeting but have not cast their vote through remote e-voting.

The members holding shares as at the close of business hours on Thursday, September 7, 2023, ("**Cut-off date**") were entitled to vote on the proposed resolutions as set out in the Notice, and their shareholding as on that date has been reckoned for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the electronic voting was unblocked on September 14, 2023 around 05.30 P.M.(IST) in the presence of two witnesses, Mr. Karan Kanojia R/o, 39-A Anand Vihar, Delhi -110092 and Mr. Ankit Bansal R/o F 114, Subhash Chowk, Laxmi Nagar, New Delhi- 110092, who are not in the employment of the Company.

The votes cast through electronic voting, which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Companies Act, 2013, rules made there-under and Relevant Circulars relating to electronic voting on the resolutions contained in the Notice.

My responsibility as scrutinizer for electronic voting restricted to making a scrutinizer report of the votes cast in favour or against the resolution(s).

Based on the data downloaded from official website of KFinTech for the electronic voting, I now submit the consolidated report thereon.

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The result of the voting is as under:

**1. Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	140	18,47,16,372	13	28,665	153	18,47,45,037
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	2	26,183	1	1	3	26,184
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>138</b>	<b>18,46,90,189</b>	<b>12</b>	<b>28,664</b>	<b>150</b>	<b>18,47,18,853</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	132	18,46,89,566	12	28,664	144	18,47,18,230	99.9997
Against	7	623	0	0	7	623	0.0003
Total	<b>139</b>	<b>18,46,90,189</b>	<b>12</b>	<b>28,664</b>	<b>151*</b>	<b>18,47,18,853</b>	100.00

\*1 (One) member holding 3 equity shares partially exercised his voting rights for 2 equity shares in favour and exercised his voting rights for 1 equity share in against.

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**2. Appointment of Mr. Amol Dattatraya Phatak who retires by rotation as a Director. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	18,47,16,372	13	28,665	153	18,47,45,037
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>139</b>	<b>18,47,16,351</b>	<b>12</b>	<b>28,664</b>	<b>151</b>	<b>18,47,45,015</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% Of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	128	18,44,57,404	12	28,664	140	18,44,86,068	99.8598
Against	15	258947	0	0	15	2,58,947	0.1402
Total	<b>143</b>	<b>18,47,16,351</b>	<b>12</b>	<b>28,664</b>	<b>155*</b>	<b>18,47,45,015</b>	100.00

\* 4 (Four) members holding 1,91,218 equity shares have partially exercised their voting rights for 1,83,506 equity shares in favour and exercised their voting rights for 7,712 equity shares in against.

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**3. Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	18,47,16,372	13	28665	153	18,47,45,037
Less:	Number of Members & Invalid/Rejected Votes	2	17,93,28,026	0	0	2	17,93,28,026
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>137</b>	<b>53,88,325</b>	<b>12</b>	<b>28,664</b>	<b>149</b>	<b>54,16,989</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% Of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	129	5386700	12	28664	141	5415364	99.9700
Against	8	1625	0	0	8	1625	0.0300
Total	<b>137</b>	<b>5388325</b>	<b>12</b>	<b>28664</b>	<b>149</b>	<b>5416989</b>	100

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**4. Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	184716372	13	28665	153	184745037
Less:	Number of Members & Invalid/Rejected Votes	2	179328026	0	0	2	179328026
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>137</b>	<b>5388325</b>	<b>12</b>	<b>28664</b>	<b>149</b>	<b>5416989</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	130	5386703	12	28664	142	5415367	99.9701
Against	7	1622	0	0	7	1622	0.0299
Total	<b>137</b>	<b>5388325</b>	<b>12</b>	<b>28664</b>	<b>149</b>	<b>5416989</b>	100

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**5. Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	184716372	13	28665	153	184745037
Less:	Number of Members & Invalid/Rejected Votes	2	179328026	0	0	2	179328026
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>137</b>	<b>5388325</b>	<b>12</b>	<b>28664</b>	<b>149</b>	<b>5416989</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	130	5386701	12	28664	142	5415365	99.970
Against	8	1624	0	0	8	1624	0.030
Total	<b>138</b>	<b>5388325</b>	<b>12</b>	<b>28664</b>	<b>150*</b>	<b>5416989</b>	100

\*1 (One) member holding 3 equity shares partially exercised his voting rights for 2 equity shares in favour and exercised his voting rights for 1 equity share in against.

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**6. Appointment of Mr. Deepak Sharma (DIN: 10059493) as a Non-Executive Director of the Company with effect from June 30, 2023. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	184716372	13	28665	153	184745037
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>139</b>	<b>184716351</b>	<b>12</b>	<b>28664</b>	<b>151</b>	<b>184745015</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	126	184456403	12	28664	138	184485067	99.8593
Against	16	259948	0	0	16	259948	0.1407
Total	<b>142</b>	<b>184716351</b>	<b>12</b>	<b>28664</b>	<b>154*</b>	<b>184745015</b>	100

\*3 (three) members holding 191215 equity shares have partially exercised their voting right for 183505 equity shares in favour and exercised their voting right for 7710 equity shares in against.

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**7. Payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company. (Special Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	184716372	13	28665	153	184745037
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>139</b>	<b>184716351</b>	<b>12</b>	<b>28664</b>	<b>151</b>	<b>184745015</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	100	180343505	12	28664	112	180372169	97.6330
Against	41	4372846	0	0	41	4372846	2.3670
Total	<b>141</b>	<b>184716351</b>	<b>12</b>	<b>28664</b>	<b>153*</b>	<b>184745015</b>	100

\*2 (Two) members holding 252354 equity shares have partially exercised their voting rights for 25763 equity shares in favour and exercised their voting rights for 226591 equity shares in against.

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**8. Ratification of Remuneration to be paid to Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	140	18,47,16,372	13	28,665	153	18,47,45,037
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	1	21	1	1	2	22
Less:	Number of Members & votes exercised partially	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>139</b>	<b>18,47,16,351</b>	<b>12</b>	<b>28,664</b>	<b>151</b>	<b>18,47,45,015</b>

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% Of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	133	18,47,15,729	12	28,664	145	18,47,44,393	99.9997
Against	6	622	0	0	6	622	0.0003
Total	<b>139</b>	<b>18,47,16,351</b>	<b>12</b>	<b>28,664</b>	<b>151</b>	<b>18,47,45,015</b>	<b>100.00</b>

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1. The chairperson or any other person authorised by her may accordingly declare the results thereof.
2. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the chairperson signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.
3. Based on the aforesaid results, the resolutions as mentioned above and, in the Notice have been passed with the requisite majority on Thursday, September 14, 2023.

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**  
**Company Secretaries**

**Firm Registration No: -P1988DE002500**

**Peer Review Certificate No: - 4186/2023**

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Shashikant Tiwari  
Partner  
Membership No: F11919  
CP No.13050  
UDIN: F011919E001021532

Place: Delhi  
Date: September 15, 2023

Counter-signed by:  
For and on behalf of  
Schneider Electric Infrastructure Limited

(Chairperson/ Company Secretary-Authorised by the  
Chairperson of the Company)