

March 25, 2019

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  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI 400 001  
Fax # 022-2272 3121/2037/2039  
Scrip Code No. 534139

Dear Sir(s),

**Sub: Regulation 44: Postal Ballot Voting Results – Notice dated February 13, 2019**

In continuation to our letter dated February 20, 2019 regarding the Notice of the Postal Ballot Event. In this regard, please find enclosed the following –

1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as **Annexure – I**.
2. Consolidated Report dated March 25, 2019, from the Scrutinizer for remote e-voting and for voting through physical ballot papers, pursuant to Section 108 and 110 respectively of the Companies Act, 2013 and Rule 20 and Rule 22 respectively of the Companies (Management and Administration) Rules, 2014, as **Annexure – II**.

We would like to inform you that the resolution as mentioned in the Notice dated February 13, 2019 has been passed by the members as Ordinary Resolution with requisite majority.

The result along with the Scrutinizer's Report(s) is available at the registered and corporate office and website of the Company and CB Management Services (P) Limited, Registrar and Transfer Agents of the Company.

Request you to please take on record.

Thanking you,

Yours Sincerely,  
For Schneider Electric Infrastructure Limited



**Bhumika Sood** 25/03/19  
**Company Secretary & Compliance Officer**  
Encl: As above

CC:  
**National Securities Depository Limited**  
4<sup>th</sup> Floor, A wing, Trade World,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400 013

**Central Depository Services (India) Ltd.**  
25<sup>th</sup> Floor, Marathon Futurex,  
N M Joshi Marg, Lower Parel (East),  
Mumbai - 400013

Name of Company	Schneider Electric Infrastructure Limited
Date of the AGM/EGM/Declaration of Results of Postal Ballot	March 25, 2019
Total number of shareholders on record date/ Cut off date	54005
Cut off date	February 15, 2019
Number of shareholders present in the meeting either in person or proxy	
Promoters and Promoter Group	Not Applicable
Public	
Number of shareholders attending the meeting through video	
Promoters and Promoter Group	Not Applicable
Public	
Number of shareholders who casted their vote	229
Number of Votes casted	18927944
Promoters and Promoter Group	NIL
Public	18927944

Resolution required (Ordinary/ Special)	Ordinary - Approval for Material Related Party Transaction with Schneider Electric India Private Limited							
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		0	0.0000	0	0	0.0000	0.0000
	Poll	179328026	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	179328026	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting		18800056	78.9240	18800056	0	100.0000	0.0000
	Poll	23820447	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23820447	18800056	78.9240	18800056	0	100.0000	0.0000
Public -Non Institutions	E-Voting		107739	0.2996	64654	43085	60.0098	39.9902
	Poll	35955562	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		20149	0.0560	19627	522	97.4093	2.5907
	Total	35955562	127888	0.3557	84281	43607	65.9022	34.0978
Total		239104035	18927944	7.9162	18884337	43607	99.7696	0.2304

The aforesaid resolution has been passed as Ordinary Resolution with Requisite Majority

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

For Schneider Electric Infrastructure Limited

*[Signature]* 25/03/19  
Company Secretary and Compliance Officer



## MNK & ASSOCIATES LLP

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 on Postal Ballot (Including e-voting)

The Chairman

M/s Schneider Electric Infrastructure Limited

Milestone 87, Vadodara Halol Highway, Village Kotambi

Post Office Jarod Vadodara-391510 Gujrat, India

Dear Sir,

1. The Board of Directors of M/s Schneider Electric Infrastructure Limited (the Company) has appointed Mohd. Nazim Khan, Practicing Company Secretary (FCS No. 6529, CP No. 8245) from M/s MNK & Associates LLP, Company Secretaries, as the Scrutinizer by way of Resolution passed on February 13, 2019 for the purpose of conducting postal ballot (including e-voting) for following resolution as mentioned in the Notice of Postal Ballot dated February 13, 2019.

#### **1.1. Ordinary Resolution for approval of Material Related Party Transaction with Schneider Electric India Private Limited.**

2. I submit my report as under:

- 2.1. On February 20, 2019 the Company has completed dispatch of physical Postal Ballot Forms along with postage prepaid business reply envelope through permitted mode to those shareholders who have not registered email id with their depositories and electronically to those shareholders who have registered email id with their depositories, to members whose names appear on the Register of Members/records of Depositories as at the Close of Business hours on Friday, February 15, 2019 i.e. the Cut-off date.
- 2.2. The e- voting commenced on Thursday, February 21, 2019 at 9.00 A.M. (IST) and ended on Friday, March 22, 2019 at 5.00 PM (IST). The Postal Ballot forms and votes received electronically from the Shareholders till Friday, March 22, 2019 up to 5:00 PM (IST), being the last date and time fixed by the Company for postal ballot were considered for my scrutiny.
- 2.3. Particulars of all the Postal Ballot forms including all electronic votes received from the Members have been entered in an electronic register separately maintained for the purpose.
- 2.4. Total 229 Shareholders have voted during this postal ballot event out of which 60 were voted in physical forms and 169 were voted through e-voting.

- 2.5. The votes cast under e-voting were unblocked at New Delhi on Friday, March 22, 2019 in the presence of Ms. Varta Khandelwal and Mr. Sameer Rehman Khan, who are not the employees of the Company.
- 2.6. The Postal Ballot forms including electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on February 15, 2019 (Cut-off date) provided by CB Management Services(P) Limited, the Registrar and Share Transfer Agent of the Company.
- 2.7. The Postal Ballot forms, soft copy of list of equity shareholders who voted “FOR” and “AGAINST” and those whose votes were declared Invalid/Abstain/Less Voted for resolution are handed over to the Company as per calendar of events.
- 2.8. No Envelopes containing Postal Ballot forms received after 05:00 p.m. (IST) on Friday, March, 22, 2019, were considered for purpose of these results.
3. A summary of the Postal Ballot forms received is given below:
- 3.1. **Item No. 1: Ordinary Resolution for approval of Material Related Party Transaction with Schneider Electric India Private Limited.**

(i) Voted in favour of the Resolution:

Particulars	Number of members voted	Number of votes casted	% of total numbers of valid votes cast
Remote E-voting	149	18,864,710	99.67
Physical Postal Ballot	54	19,627	0.10
<b>Total</b>	<b>203</b>	<b>18,884,337</b>	<b>99.77</b>

(ii) Voted against the Resolution:

Particulars	Number of members voted	Number of votes casted	% of total numbers of valid votes cast
Remote E-voting	20	43,085	0.23
Physical Postal Ballot	6	522	Negligible
<b>Total</b>	<b>26</b>	<b>43,607</b>	<b>0.23</b>

(iii) Invalid/abstained votes/Less Voted:

Particulars	Number of members voted	Number of votes cast by them(Shares)
Remote E-voting	0	0
Physical Postal Ballot	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

4. You may accordingly declare the result of the voting by Postal Ballot (including e-voting).
5. Resolution stand passed on combined results Postal ballot (including e-voting) with requisite majority.

Thanking you,

Yours faithfully,  
For MNK & Associates LLP

Mohd.

Nazim Khan

Mohd. Nazim Khan  
Designated Partner/ Scrutinizer  
FCS – 6529 (CP –8245)

Dated: 25.03.2019

Digitally signed by Mohd. Nazim Khan  
DN: cn=Mohd. Nazim Khan, o=MNK & Associates LLP, email=Mohd.Nazim.Khan@mnkandassociates.com, c=IN  
c=IN, o=MNK & Associates LLP, email=Mohd.Nazim.Khan@mnkandassociates.com, cn=Mohd. Nazim Khan  
Date: 2019.03.25 14:43:39 +05'30'

