

**SEIL/Sec./SE/2024-25/05****April 29, 2024**

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: Disclosure of Voting Results - Postal Ballot Notice dated March 7, 2024**

Dear Sir(s),

In furtherance to our letter no. SEIL/Sec./SE/2023-24/91 regarding Postal Ballot Notice dated March 7, 2024 ("Postal Ballot Notice"), it is hereby informed that the resolutions as proposed in the Postal Ballot Notice have been passed by the shareholders by remote e-voting process with requisite majority, on Friday, April 26, 2024 (last date of remote e-voting).

In this regard, please find enclosed herewith:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Report of Scrutinizer dated April 29, 2024.

The voting results along with the scrutinizer's report will also be made available on the website of the Company at <https://infra-in.se.com/en/index.jsp>.

This is for your information and records.

Thanking you,

Yours Sincerely,

**For Schneider Electric Infrastructure Limited****Bhumika Sood**  
**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

**SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED**

**Disclosure of voting results by the listed entities in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of Notice of Postal Ballot</b>	<b>07-03-2024</b>
<b>Date of commencement of e-voting</b>	<b>28-03-2024</b>
<b>Date of closing of the Postal Ballot</b>	<b>26-04-2024</b>
<b>Total number of shareholders as on the Cut-Off date</b>	<b>83928</b>

**Resolution No. 1: To consider and approve providing loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and granting of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024.**

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

<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No.of Votes - in favour (4)</b>	<b>No.of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Invalid Votes (8)</b>
<b>Promoter and Promoter Group</b>	E-Voting	179328026	179328026	100.00	179328026	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.00</b>	<b>179328026</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	4466812	2397031	65.08	34.92	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>4466812</b>	<b>2397031</b>	<b>65.08</b>	<b>34.92</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1585692	3.25	1556961	28731	98.19	1.81	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>48829804</b>	<b>1585692</b>	<b>3.25</b>	<b>1556961</b>	<b>28731</b>	<b>98.19</b>	<b>1.81</b>
<b>Total</b>		<b>239104035</b>	<b>187777561</b>	<b>78.53</b>	<b>185351799</b>	<b>2425762</b>	<b>98.71</b>	<b>1.29</b>	<b>0</b>

<b>Resolution No. 2: To consider and approve increase in borrowing powers of the board under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.</b>	
<b>Resolution required : (Ordinary/ Special)</b>	<b>Special</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	Invalid Votes (8)
<b>Promoter and Promoter Group</b>	E-Voting	179328026	179328026	100.00	179328026	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>179328026</b>	<b>179328026</b>	<b>100.00</b>	<b>179328026</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	4759279	2104564	69.34	30.66	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>4759279</b>	<b>2104564</b>	<b>69.34</b>	<b>30.66</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1584982	3.25	1574742	10240	99.35	0.65	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>48829804</b>	<b>1584982</b>	<b>3.25</b>	<b>1574742</b>	<b>10240</b>	<b>99.35</b>	<b>0.65</b>
<b>Total</b>		<b>239104035</b>	<b>187776851</b>	<b>78.53</b>	<b>185662047</b>	<b>2114804</b>	<b>98.87</b>	<b>1.13</b>	<b>0</b>

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

<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)	no	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	Invalid Votes (8)
<b>Promoter and Promoter Group</b>	E-Voting	179328026	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>179328026</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	6863843	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>6863843</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1584982	3.25	1539737	45245	97.15	2.85	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>48829804</b>	<b>1584982</b>	<b>3.25</b>	<b>1539737</b>	<b>45245</b>	<b>97.15</b>	<b>2.85</b>
<b>Total</b>		<b>239104035</b>	<b>8448825</b>	<b>3.53</b>	<b>8403580</b>	<b>45245</b>	<b>99.46</b>	<b>0.54</b>	<b>0</b>

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

<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	Invalid Votes (8)
<b>Promoter and Promoter Group</b>	E-Voting	179328026	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>179328026</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	6863843	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>6863843</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1584982	3.25	1539902	45080	97.16	2.84	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>48829804</b>	<b>1584982</b>	<b>3.25</b>	<b>1539902</b>	<b>45080</b>	<b>97.16</b>	<b>2.84</b>	<b>0</b>
<b>Total</b>		<b>239104035</b>	<b>8448825</b>	<b>3.53</b>	<b>8403745</b>	<b>45080</b>	<b>99.47</b>	<b>0.53</b>	<b>0</b>

**Resolution No. 5: To consider and approve 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>

<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No.of Votes - in favour (4)</b>	<b>No.of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Invalid Votes (8)</b>
<b>Promoter and Promoter Group</b>	E-Voting	179328026	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>179328026</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	6863843	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>6863843</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1584982	3.25	1560902	24080	98.48	1.52	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>48829804</b>	<b>1584982</b>	<b>3.25</b>	<b>1560902</b>	<b>24080</b>	<b>98.48</b>	<b>1.52</b>
<b>Total</b>		<b>239104035</b>	<b>8448825</b>	<b>3.53</b>	<b>8424745</b>	<b>24080</b>	<b>99.71</b>	<b>0.29</b>	<b>0</b>

**Resolution No. 6: To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric (Xiamen) Switchgear Co. Limited.**

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

<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No.of Votes - in favour (4)</b>	<b>No.of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Invalid Votes (8)</b>
<b>Promoter and Promoter Group</b>	E-Voting	179328026	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>179328026</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	10946205	6863843	62.71	6863843	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>10946205</b>	<b>6863843</b>	<b>62.71</b>	<b>6863843</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Public -Non Institutions</b>	E-Voting	48829804	1584982	3.25	1560827	24155	98.48	1.52	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>48829804</b>	<b>1584982</b>	<b>3.25</b>	<b>1560827</b>	<b>24155</b>	<b>98.48</b>	<b>1.52</b>	<b>0</b>
<b>Total</b>		<b>239104035</b>	<b>8448825</b>	<b>3.53</b>	<b>8424670</b>	<b>24155</b>	<b>99.71</b>	<b>0.29</b>	<b>0</b>

**SCRUTINIZERS' REPORT**

To  
**The Chairperson/Company Secretary**  
**Schneider Electric Infrastructure Limited**  
Milestone 87, Vadodara-Halol Highway,  
Village Kotambi, Post office Jarod,  
Vadodara, Gujarat-391510

**Sub: Scrutinizers' Report on postal ballot by way of electronic voting conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolutions contained in the Postal Ballot Notice dated March 07, 2024**

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Schneider Electric Infrastructure Limited (hereinafter referred to as "**Company**") for scrutinizing the voting on postal ballot conducting by electronic means only, in respect of the passing of the resolutions contained in the Postal Ballot Notice dated March 07, 2024 ("**Notice**") in a fair and transparent manner.

**I submit my report as under:**

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 (the Act) and the rules made thereunder including circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars").
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository (India) Limited ('NSDL') i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Friday, April 26, 2024.
3. The Members of the Company holding shares as on Friday, March 22, 2024 ("**Cut-Off Date**") were entitled to vote on the proposed resolutions to be passed through postal ballot by way of electronic voting means, as set-out in the Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Thursday, March 28, 2024 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Friday, April 26, 2024, on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. On Wednesday, March 27, 2024, the Company completed the dispatch of Notice through email only in accordance with MCA Circulars, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received





from NSDL/Central Depository Services (India) Limited ("Depositories") as on the Cut-off Date and whose e-mail IDs were registered with the Company and Depositories, the Company has not dispatched the Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories. Further, the Company had given an option to its members in the Notice which was uploaded on the website of the Company (<https://infra-in.se.com/>), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the BSE Limited ([www.bseindia.com](http://www.bseindia.com)) to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by MCA and Securities and Exchange Board of India, physical ballot was not dispatched and accordingly, voting done through e-voting only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in The Financial Express (English)-all editions, The Financial Express (Gujarati) - Ahmedabad edition, and Gujarat Samachar (Gujarati) - Vadodara edition on March 28, 2024, informing about the completion of dispatch of Notice to the Members, who have registered their e-mail id's with the Company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e., e-voting) through the scrutinizer's secured link provided by NSDL through its designated website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. After completion of e-voting, votes cast by the Members, were unblocked today at 05:30 P.M in the presence of two witnesses, Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar-110092 and Mr. Jatin Goyal R/o. D-66, Lord Krishna Road, Adarsh Nagar, Delhi-110033 who are not in the employment of the Company.
10. The particulars of the report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

**Item No. 1:**

**To consider and approve providing loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and granting of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024 [SPECIAL RESOLUTION]**



**"RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and such other approvals, permissions and sanctions as may be necessary, the approval/consent of the Members be and is hereby accorded for the Company to provide interest-free loan/financial assistance to its employees (repayable/recoverable from employees through a monthly payroll deduction in one or more tranches), and grant employer matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024 ('2024 WESOP') rules, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2024 WESOP of Schneider Electric SE (the Company's ultimate parent company incorporated in France).

**RESOLVED FURTHER THAT** the participation by the employees of the Company in 2024 WESOP shall be subscribed to and held on behalf of employees via an employee shareholding fund, a French collective shareholding vehicle known as "Fonds Commun de Placement d'Entreprise" (the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2024 WESOP, which will be merged into the "Schneider Actionariat Mondial" FCPE, shortly after the capital increase).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary and do all other things incidental and ancillary thereof."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	522	188,041,376
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	6*	263,815*
	<b>No. of Valid Votes Cast</b>	<b>522</b>	<b>187,777,561</b>

Note:

\*3 (Three) members holding 263,815 equity shares voted twice. Firstly, these members partially exercised their votes for 31,562 equity shares in favour and votes



for 232,253 equity shares in against the resolution. Accordingly, these members and their votes have been counted twice.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	438	185,351,799	98.71
Against	84	2,425,762	1.29
<b>Total</b>	<b>522</b>	<b>187,777,561</b>	<b>100.00</b>

**Item No. 2:**

**To consider and approve increase in borrowing powers under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 [SPECIAL RESOLUTION]**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company in this regard on June 21, 2020 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act') read with the relevant rules made thereunder and other relevant provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Finance and Banking Committee of the Board empowered to exercise powers including powers conferred under this Resolution) to borrow from time to time, at its discretion, with or without security, and upon such terms and conditions any sum or sums of money not exceeding INR 900 Crores (Rupees Nine Hundred Crores only) (exclusive of interest) (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including the money already borrowed by the Company exceeding in aggregate, for the time being, the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any-body corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Act read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the



aggregate indebtedness secured by the assets of the Company does not exceed a sum of INR 900 Crores (Rupees Nine Hundred Crores only) at any time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	517	188,040,666
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	6*	263815*
	<b>No. of Valid Votes Cast</b>	<b>517</b>	<b>187,776,851</b>

\*3 (Three) members holding 263,815 equity shares voted twice. Firstly, these members partially exercised their votes for 31,562 equity shares in favour and votes for 232,253 equity shares in against the resolution. Accordingly, these members and their votes have been counted twice.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	446	185,662,047	98.87
Against	71	2,114,804	1.13
<b>Total</b>	<b>517</b>	<b>187,776,851</b>	<b>100.00</b>

**Item No. 3:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited [ORDINARY RESOLUTION]**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may



necessary from time to time and basis the approval and recommendation of the Audit Committee the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric IT Business India Private Limited ('SEITB'), a Fellow Subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 700 Crores (Rupees Seven Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEITB, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	512	8,448,825
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	0	0
	<b>No. of Valid Votes Cast</b>	<b>512</b>	<b>8,448,825</b>



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	474	8,403,580	99.46
Against	38	45,245	0.54
<b>Total</b>	<b>512</b>	<b>8,448,825</b>	<b>100.00</b>

**Item No. 4:**

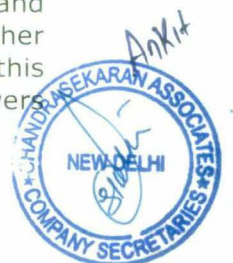
**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited [ORDINARY RESOLUTION]**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (‘Listing Regulations’), applicable provisions of Companies Act, 2013 (‘the Act’), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric India Private Limited (‘SEIPL’), a Fellow Subsidiary of the Company and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 1000 Crores (Rupees One Thousand Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024 -25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEIPL, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers



conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	512	8,448,825
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	0	0
	<b>No. of Valid Votes Cast</b>	<b>512</b>	<b>8,448,825</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	476	8,403,745	99.47
Against	36	45,080	0.53
<b>Total</b>	<b>512</b>	<b>8,448,825</b>	<b>100.00</b>

**Item No. 5:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS [ORDINARY RESOLUTION]**

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric Industries SAS (SE SAS), ultimate holding company of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 500 Crores (Rupees Five Hundred Crores) (whether by way of an individual transaction or



transactions taken together or series of transactions or otherwise) during the financial year 2024 -25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SE SAS, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	512	8,448,825
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	0	0
	<b>No. of Valid Votes Cast</b>	<b>512</b>	<b>8,448,825</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	477	8,424,745	99.71
Against	35	24,080	0.29
<b>Total</b>	<b>512</b>	<b>8,448,825</b>	<b>100.00</b>





**Item No. 6:**

**To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric (Xiamen) Switchgear Co. Limited [ORDINARY RESOLUTION]**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric (Xiamen) Switchgear Co. Limited ('SESCL'), a Fellow Subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 410 Crores (Rupees Four Hundred and Ten Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024 -25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SESCL, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Particulars	E-VOTING	
	Number of member(s) voted	Votes held by them
Number of Members & Shares	512	8448825



	held by them		
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	0	0
	<b>No. of Valid Votes Cast</b>	<b>512</b>	<b>8448825</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	476	8,424,670	99.71
Against	36	24,155	0.29
<b>Total</b>	<b>512</b>	<b>8,448,825</b>	<b>100.00</b>

14. Based on the aforesaid results, the resolutions referred above have been passed with requisite majority, on Friday, April 26, 2024, being the last date of remote e-voting for the members of the Company. Therefore, the Chairperson or any other person authorised by her may accordingly declare the result of the Postal Ballot process.

Thanking You,  
Yours faithfully,

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

**FRN: P1988DE002500**

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



Shashikant Tiwari  
Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919F000264061



Date: April 29, 2024

Place: Delhi

Countersigned by:

For and on behalf of

**Schneider Electric**  
**Infrastructure Limited**

Chairman or Director /Company Secretary authorised by Chairperson of the Company

Date:

Place: