

SEIL/Sec./SE/19-20/31

September 12, 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
Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039
Scrip Code No. 534139

Dear Sir(s),

Sub: Submission pursuant to the 9th Annual General Meeting of the Company

In continuation to our letter ref no. SEIL/Sec./SE/19-20/26 dated August 19, 2019, the 9th Annual General Meeting ('AGM') of the Company was held today i.e. September 12, 2019 and the business(es) mentioned in the Notice dated May 22, 2019 were transacted. 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 September 12, 2019, from the Scrutinizer for remote e-voting and for conducting physical voting at the AGM, pursuant to Section 108 and 109 respectively of the Companies Act, 2013 and Rule 20(4)(xi) and Rule 21(2) respectively of the Companies (Management and Administration) Rules, 2014, as **Annexure – II.**
3. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI Listing Regulations, as **Annexure – III.**

The meeting commenced at 11:00 a.m. and concluded at 12:30 p.m.

The result along with the Scrutinizer's Report(s) is available at the registered and corporate office and will be available on the website of the Company within the time prescribed by law.

Thanking you,

Yours Sincerely,
For Schneider Electric Infrastructure Limited

BHUMIKA SOOD
Digitally signed by BHUMIKA SOOD
DN: c=IN, o=Personal, cn=BHUMIKA SOOD,
serialNumber=3a09549549e15efc0a05a14045efb5e0cd3b88d11c,
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4392007123c, st=Delhi, 195e+Mx
Date: 2019.09.12 18:06:18 +05'30'

Bhumika Sood
Company Secretary & Compliance Officer

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

Central Depository Services (India) Ltd.
25th Floor, Marathon Futorex,
N M Joshi Marg, Lower Parel (East),
Mumbai - 400013

General information about company	
Scrip code	534139
NSE Symbol	SCHNEIDER
MSEI Symbol	
ISIN	INE839M01018
Name of the company	Schneider Electric Infrastructure Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-09-2019
Start time of the meeting	11:00 AM
End time of the meeting	12:30 PM

Scrutinizer Details	
Name of the Scrutinizer	Mohd. Nazim Khan
Firms Name	MNK and Associates LLP
Qualification	CS
Membership Number	6529
Date of Board Meeting in which appointed	22-05-2019
Date of Issuance of Report to the company	12-09-2019

Voting results	
Record date	05-09-2019
Total number of shareholders on record date	53067
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	94
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 along with the reports of the Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	27964	0	100	0
	Poll		6597	0.0187	6592	5	99.9242	0.0758
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	34556	5	99.9855	0.0145
Total		239104035	199122115	83.2784	199122110	5	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation and, being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	18316	9648	65.4985	34.5015
	Poll		6597	0.0187	6597	0	100	0
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	24913	9648	72.0841	27.9159
Total		239104035	199122115	83.2784	199112467	9648	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company for a consecutive term of 3 years effective from April 01, 2019 till March 31, 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	18316	9648	65.4985	34.5015
	Poll		6597	0.0187	6597	0	100	0
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	24913	9648	72.0841	27.9159
Total		239104035	199122115	83.2784	199112467	9648	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Ms. Geeta Mathur had resigned from the Board with effect from September 09, 2019 in view of potential conflict of interest. Accordingly, item no- 3 Appointment of Ms. Geeta Mathur as an Independent Director was taken up for voting for till the date of her resignation from the date of her appointment.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Mr. Piyush Pandey (DIN: 08451135) as Whole-time Director of the Company in Professional capacity				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	18416	9548	65.8561	34.1439
	Poll		6597	0.0187	6597	0	100	0
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	25013	9548	72.3735	27.6265
Total		239104035	199122115	83.2784	199112567	9548	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	27914	50	99.8212	0.1788
	Poll		6597	0.0187	6597	0	100	0
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	34511	50	99.8553	0.1447
Total		239104035	199122115	83.2784	199122065	50	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider participation in the World Employee Share Ownership Plan (WESOP) Scheme.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026						
	Poll		179328026	100	179328026	0	100	0
	Postal Ballot (if applicable)							
	Total	179328026	179328026	100	179328026	0	100	0
Public- Institutions	E-Voting	24405347	19759528	80.9639	19759528	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	24405347	19759528	80.9639	19759528	0	100	0
Public- Non Institutions	E-Voting	35370662	27964	0.0791	18316	9648	65.4985	34.5015
	Poll		6597	0.0187	6597	0	100	0
	Postal Ballot (if applicable)							
	Total	35370662	34561	0.0977	24913	9648	72.0841	27.9159
Total		239104035	199122115	83.2784	199112467	9648	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



MNK AND 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

The Chairman

Schneider Electric Infrastructure Limited

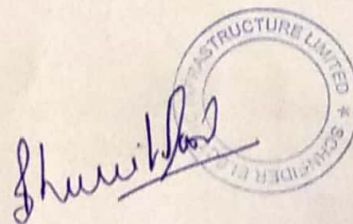
Milestone 87, Vadodara, Halol Highway

Village Kotambi, Post office Jarod

Vadodara- 391510, Gujarat

Dear Sir,

1. The Company has appointed me as the Scrutinizer for the purpose of conducting the e-voting process/ poll (physical voting) on the agenda items transacted at the Ninth Annual General Meeting (the AGM) of Schneider Electric Infrastructure Limited (the Company) held on Thursday, September 12, 2019 at 11:00 am at Tropicana, Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, India.
2. I submit this report for voting conducted through electronic and physical means as under:
 - 2.1. The Company has provided e-voting facility to all the Shareholders and has sent the AGM notice and Annual Report for the financial year 2018-19 electronically on 16.08.2019 to such Shareholders whose email IDs were registered with depository participants. For other Shareholders, the AGM notice and Annual Report for the financial year 2018-19 of the Company has been sent by courier, dispatch of which was completed on 17.08.2019.
 - 2.2. The e- voting period began at 9:00 a.m. (IST) on Monday, September 09, 2019 and ended at 5:00 p.m. (IST) on Wednesday September 11, 2019. The votes received electronically from the Shareholders till Wednesday, September 11, 2019 up to 5:00 pm (IST), being the last date and time fixed by the Company for e-voting. The votes received in the poll process (physical voting) on the date of the AGM, were considered for my scrutiny.
 - 2.3. Particulars of all the votes received from the Members have been entered in a register separately maintained for the purpose.



- 2.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on 05.09.2019.
- 2.5. The empty polling box duly locked and sealed was placed in the presence of the members and subsequent to the end of the polling process, the polling box was opened by me in the presence of two witnesses.
- 2.6. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 2.7. No polling paper was found defective because of signature mis-match, e-voting and non-shareholding on the cut-off date.
3. A summary of the votes cast through e-voting/poll (physical voting) is given below:

Resolution Nos. as given in the Notice of the Ninth Annual General Meeting	Particulars of votes cast						
	Particulars	Electronic Voting		Poll		Voting Result	
		Nos. (A)	% of vote	Nos. (B)	% of votes	Nos. (A)+(B)	% of total votes
Ordinary Business	1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.						
	Votes cast in favour	19787492	100	179334618	100(approx)	199122110	100(approx)
	Votes Cast against	0	0	5	Negligible	5	Negligible
	Invalid Votes	0	0	0	0	0	0
	2. Ordinary Resolution: To appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment as Director.						



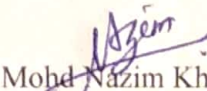
	Votes cast in favour	19777844	99.95	179334623	100	199112467	100(ap prox)
	Votes Cast against	9648	0.05	0	0	9648	Negligi ble
	Invalid Votes	0	0	0	0	0	0
Special Business	3. Ordinary Resolution: To consider the appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company.						
	Votes cast in favour	19777844	99.95	179334623	100	199112467	100(ap prox)
	Votes Cast against	9648	0.05	0	0	9648	Negligi ble
	Invalid Votes	0	0	0	0	0	0
	4. Special Resolution: To consider appointment of Mr. Piyush Pandey (DIN: 08451135) as a Whole-Time Director of the Company in professional capacity..						
	Votes cast in favour	19777944	99.95	179334623	100	199112567	100(ap prox)
	Votes Cast against	9548	0.05	0	0	9548	Negligi ble
	Invalid Votes	0	0	0	0	0	0
	5. Ordinary Resolution: To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.						
	Votes cast in favour	19787442	100(appr ox)	179334623	100	199122065	100(ap prox)
	Votes Cast against	50	Negl igibl e	0	0	50	Negligi ble
	Invalid Votes	0	0	0	0	0	0

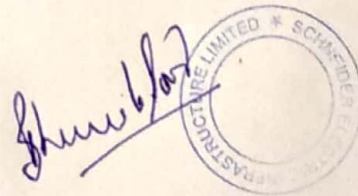


6. Special Resolution: To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme.						
Votes cast in favour	19777844	99.95	179334623	100	199112467	100(ap prox)
Votes Cast against	9648	0.05	0	0	9648	Negligi ble
Invalid Votes	0	0	0	0	0	0

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
5. You may accordingly declare the result of the voting through electronic voting/poll (physical voting).

Thanking you,
Yours faithfully,
For MNK AND Associates LLP
Company Secretaries
FRN: L2018DE004900


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



Place: Vadodara
Dated: 12.09.2019

SUMMARY OF PROCEEDINGS OF THE 9TH ANNUAL GENERAL MEETING OF SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED HELD ON THURSDAY, SEPTEMBER 12, 2019

The 9th Annual General Meeting (AGM) of the Members of the Company was held today i.e. on Thursday, September 12, 2019 at 11.00 a.m. at 'Tropicana, Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, India'. The meeting started at 11:00 am with the briefing on the safety and emergency arrangements at the venue.

Mr. Vinod Kumar Dhall, Chairman of the Board, chaired the meeting and started the formal proceedings. Mr. Dhall welcomed the Board of Directors and the Members present in person.

All the Directors of the Company except Mr. VS Vasudevan (Chairman of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee) and Ms. Bidisha Nagaraj, who expressed their inability to attend this AGM, attended the meeting.

As per the records of attendance, 96 (Ninety- Six) members including 2 (Two) members by proxy were present. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed that the statutory registers under the Companies Act, 2013 and other documents as referred in the AGM Notice were available for inspection by the members at the meeting. The Notice and the Auditors Report were taken as read with the permission of the members present.

The Chairman then invited Mr. Bruno Dercle, Managing Director and Chief Executive Officer to make the presentation for information of the shareholders. Mr. Dercle, then made the presentation giving insights into the past year and way forward.

The Chairman then, invited the Members for asking any queries/ concerns on the Company's accounts and businesses. All the queries raised were responded to the satisfaction of the members.

The Chairman informed that the Company had provided the Members with the facility to cast their vote electronically, on all resolutions set forth in the Notice. The e-voting period commenced on Monday, September 09, 2019 (IST 9.00 a.m.) to Wednesday, September 11, 2019 (IST 5.00 p.m.). Members who were present at the AGM and had not casted their votes electronically were provided with an opportunity to cast their votes, through physical ballot paper at the meeting, under the supervision and guidance of Mohd. Nazim Khan, scrutinizer appointed for the fair and transparent conduct of the Ballot Process.

The Chairman announced that the results of the voting (both remote e-voting and through ballot paper at the AGM) would be declared within the timelines prescribed under law and authorized the Company Secretary to declare the results of voting.

Further, the Chairman informed that Ms. Geeta Mathur had resigned from the Board with effect from September 09, 2019 in view of potential conflict of interest. Accordingly, item no- 3 "Appointment of Ms. Geeta Mathur as an Independent Director" was taken up for voting for till the date of her resignation from the date of her appointment. The Chairman took the opportunity to acknowledge the invaluable contribution and guidance provided by Ms. Mathur in her short stint with the Company.

**BHUMIK
A SOOD**

Digitally signed by BHUMIK A SOOD
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serialNumber=9a896498d49e15efcbbd4
36a14045ef5e5cd3b88c11c6b3023ba9
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2.5.4.20=33972280a9502a514fb475a93
65eb10a57b385836a2f8d68a54292a207
c328c, st=Delhi, title=Mrs
Date: 2019.09.12 18:07:20 +05'30'

