

September 14, 2018

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: Submission pursuant to the 8th Annual General Meeting of the Company

In continuation to our letter dated August 20, 2018, the 8th Annual General Meeting ('AGM') of the Company was held today i.e. September 14, 2018 and the business(es) mentioned in the Notice dated July 27, 2018 were transacted. In this regard, please find enclosed the following –

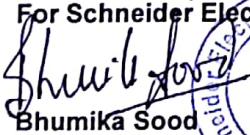
1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as **Annexure – I**.
2. Consolidated Report dated September 14, 2018, from the Scrutinizer for remote e-voting 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**.
4. Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI Listing Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The meeting commenced at 11:00 a.m. and concluded at 12:55 p.m.

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.

Thanking you,

Yours Sincerely,
For Schneider Electric Infrastructure Limited


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 Futurex,
N M Joshi Marg, Lower Parel (East),
Mumbai - 400013

Annexure I

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED	
Date of the AGM	14.09.2018
Total number of shareholders on record date (07.09.2018)	54662
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	
Promoters and Promoter Group :	2
Public :	59
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	N.A
Public :	N.A

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No : 1 - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 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
Promoter and Promoter Group	E-Voting		179328026	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public -Non Institutions	E-Voting		36552	0.1009	36552	0	100.0000	0.0000
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	37010	0.1022	37010	0	100.0000	0.0000
Total		239104035	196493199	82.1790	196493199	0	100.0000	0.0000
Details of invalid votes								
Category	No of Votes							
Promoter and Promoter Group	0							
Public Institutions	0							
Public Non Institutions	0							



Resolution No : 2 - Re-appointment of Mr. Anil Chaudhry (DIN: 03213517) as Director of the Company, liable to retire by rotation

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17111182	16981	99.9009	0.0991
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17111182	16981	99.9009	0.0991
Public-Non Institutions	E-Voting		34614	0.0956	24571	10043	70.9857	29.0143
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	35072	0.0968	25029	10043	71.3646	28.6354
Total		239104035	196491261	82.1781	196464237	27024	99.9862	0.0138

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



Resolution No : 3 - Appointment of Ms. Bidisha Nagaraj (DIN: 08080159) as Non-Executive Director of the Company, liable to retire by rotation

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public-Non Institutions	E-Voting		36222	0.1000	25654	10568	70.8244	29.1756
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	36680	0.1013	26112	10568	71.1887	28.8113
Total		239104035	196492869	82.1788	196482301	10568	99.9946	0.0054

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



Resolution No : 4 - Re-appointment of Mr. Vivek Sarwate (DIN: 07424152) as Whole-time Director and KMP of the Company in professional capacity for a further period of two years w.e.f. 4th February, 2018

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17077605	50558	99.7048	0.2952
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17077605	50558	99.7048	0.2952
Public -Non Institutions	E-Voting		27622	0.0763	17579	10043	63.6413	36.3587
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	28080	0.0775	18037	10043	64.2343	35.7657
Total		239104035	196484269	82.1752	196423668	60601	99.9692	0.0308

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



Resolution No : 5 - Re-appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and CEO of the Company in professional capacity from 16th December, 2017 till 31st July, 2018

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public -Non Institutions	E-Voting		36207	0.1000	26129	10078	72.1656	10080333.3575
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	36665	0.1012	26587	10078	72.5133	9954415.1063
Total		239104035	196492854	82.1788	196482776	10078	99.9949	0.0051

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



Resolution No : 6 - Appointment of Mr. Bruno Bernard Dercle (DIN: 08185909) as Managing Director and CEO of the Company in professional capacity for a period of three years w.e.f. 1st August, 2018 till 31st July, 2021

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public -Non Institutions	E-Voting		36222	0.1000	26194	10028	72.3152	27.6848
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	36680	0.1013	26652	10028	72.6609	27.3391
Total		239104035	196492869	82.1788	196482841	10028	99.9949	0.0051

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



Resolution No : 7 - Re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director of the Company for a second and final term of three years effective from 22nd May, 2019 till 21st May, 2022

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17041323	86840	99.4930	0.5070
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17041323	86840	99.4930	0.5070
Public -Non Institutions	E-Voting		34614	0.0956	23896	10718	69.0357	30.9643
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	35072	0.0968	24354	10718	69.4400	30.5600
Total		239104035	196491261	82.1781	196393703	97558	99.9503	0.0497

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



Resolution No : 8 - Re-appointment of Mr. Ranjan Pant (DIN: 00005410) as an Independent Director of the Company for a second and final term of three years effective from 22nd May, 2019 till 21st May, 2022

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	100.0000	179328026	0	100.0000	0.0000
	Poll	179328026	0	0.0000	0	0	0.0000	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.00
	Total	179328026	179328026	100.0000	179328026	0	100.0000	0.00
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public - Non Institutions	E-Voting		26014	0.0718	15311	10703	58.8568	41.1432
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	26472	0.0731	15769	10703	59.5686	40.4314
Total		239104035	196482661	82.1745	196471958	10703	99.9946	0.0054

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



Resolution No : 9 - Re-appointment of Mr. Vishar Subramanian Vasudev (DIN: 00130205) as an Independent Director of the Company for a second and final term of three years effective from 22nd May, 2019 till 21st May, 2022

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17111182	16981	99.9009	0.0991
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17111182	16981	99.9009	0.0991
Public -Non Institutions	E-Voting		34614	0.0956	23896	10718	69.0357	30.9643
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	35072	0.0968	24354	10718	69.4400	30.5600
Total		239104035	196491261	82.1781	196463562	27699	99.9859	0.0141

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



Resolution No : 10 - Ratification of remuneration to be paid to Cost Auditors, M/s Shome & Banerjee (FRN: 000001) for the financial year ending March 31, 2019

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	17128163	0	100.0000	0.0000
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	17128163	0	100.0000	0.0000
Public-Non Institutions	E-Voting		36222	0.1000	35542	680	98.1227	1.8773
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	36680	0.1013	36000	680	98.1461	1.8539
Total		239104035	196492869	82.1788	196492189	680	99.9997	0.0003

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



Resolution No : 11 - Participation in the World Employee Share Ownership Plan (WESOP) Scheme of the ultimate Holding Company, Schneider Electric SE, France

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	100.0000	179328026	0	100.0000	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	179328026	100.0000	179328026	0	100.0000	0.0000
Public - Institutions	E-Voting		17128163	72.6983	16755901	372262	97.8266	2.1734
	Poll	23560626	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	23560626	17128163	72.6983	16755901	372262	97.8266	2.1734
Public-Non Institutions	E-Voting		34944	0.0965	24191	10753	69.2279	30.7721
	Poll	36215383	458	0.0013	458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	36215383	35402	0.0978	24649	10753	69.6260	30.3740
Total		239104035	196491591	82.1783	196108576	383015	99.8051	0.1949

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





MNK & ASSOCIATES

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
M/s Schneider Electric Infrastructure Limited
Milestone 87, Vadodara, Halol Highway
Village Kotambi, Post office Jarod
Vadodara- 391510, Gujarat

Dear Sir,

1. The Company has appointed Mohd Nazim Khan, Practicing Company Secretary, New Delhi (FCS-6529 & CP-8245) as the Scrutinizer for the purpose of conducting the e-voting process/ poll (physical voting) on the agenda items transacted at the Eight Annual General Meeting (the AGM) of the Company held on Friday, September 14, 2018 at 11:00 am at Four Point Sheraton, 1275, Ward No. 7, Fateh Gunj, Vadodara - 390 002, 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 2017-18 electronically on 17.08.2018 to such Shareholders whose email IDs were registered with depository participants. For the other Shareholders, the AGM notice and Annual Report for the financial year 2017-18 of the Company has been sent by registered parcel/ post, dispatch of which was completed on 17.08.2018.
 - 2.2. The e- voting period began at 9:00 a.m. on September 11, 2018 and ended at 5:00 p.m. on September 13, 2018. The votes received electronically from the Shareholders till Thursday, September 13, 2018 up to 5:00 pm, being the last date and time fixed by the Company for e-voting and 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 07.09.2018.



- 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 Eight Annual General Meeting	Particulars of votes cast						
		Electronic Voting		Poll		Voting Result	
		Nos. (A)	% of valid vote	Nos. (B)	% of valid votes	Nos. (A)+(B)	% of total valid 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 2018 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon						
	Votes cast in favour	196492741	100	458	100	196493199	100
	Votes Cast against	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	0	0
	2. Ordinary Resolution: To appoint a Director in place of Mr. Anil Chaudhry (DIN: 03213517), who retires by rotation and, being eligible, offers himself for re-appointment						
	Votes cast in favour	196463779	99.99	458	100	196464237	99.99
	Votes Cast against	27024	0.01	0	0	27024	0.01



	Invalid Votes	0	0	0	0	0	0
Special Business	3. Ordinary Resolution: To consider appointment of Ms. Bidisha Nagaraj (DIN: 08080159) as a Non-Executive Director of the Company						
	Votes cast in favour	196481843	99.99	458	100	196482301	99.99
	Votes Cast against	10568	0.01	0	0	10568	0.01
	Invalid Votes	0	0	0	0	0	0
	4. Special Resolution: To re-appoint Mr. Vivek Sarwate (DIN: 07424152) as a Whole-time Director in professional capacity						
	Votes cast in favour	196423210	99.97	458	100	196423668	99.97
	Votes Cast against	60601	0.03	0	0	60601	0.03
	Invalid Votes	0	0	0	0	0	0
	5. Special Resolution: To re-appoint Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer in professional capacity from December 16, 2017 till July 31, 2018						
	Votes cast in favour	196482318	99.99	458	100	196482776	99.99
	Votes Cast against	10078	0.01	0	0	10078	0.01
	Invalid Votes	0	0	0	0	0	0



	6. Special Resolution: To consider appointment of Mr. Bruno Bernard Dercle (DIN: 08185909) as Managing Director and Chief Executive Officer (CEO) of the Company in professional capacity						
	Votes cast in favour	196482383	99.99	458	100	196482841	99.99
	Votes Cast against	10028	0.01	0	0	10028	0.01
	Invalid Votes	0	0	0	0	0	0
	7. Special Resolution: To consider re-appointment of Mr. Vinod Kumar Dhall (DIN:02591373) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022 and continuation of directorship after attainment of 75 years of age						
	Votes cast in favour	196393245	99.95	458	100	196393703	99.95
	Votes Cast against	97558	0.05	0	0	97558	0.05
	Invalid Votes	0	0	0	0	0	0
	8. Special Resolution: To consider re-appointment of Mr. Ranjan Pant (DIN: 00005410) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022						
	Votes cast in favour	196471500	99.99	458	100	196471958	99.99
	Votes Cast against	10703	0.01	0	0	10703	0.01
	Invalid Votes	0	0	0	0	0	0



	9. Special Resolution: To consider re-appointment of Mr. Vishar Subramanian Vasudevan (DIN:00130205) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022						
	Votes cast in favour	196463104	99.99	458	100	196463562	99.99
	Votes Cast against	27699	0.01	0	0	27699	0.01
	Invalid Votes	0	0	0	0	0	0
	10. Ordinary Resolution: To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019						
	Votes cast in favour	196491731	100	458	100	196492189	100
	Votes Cast against	680	Negligible	0	0	680	Negligible
	Invalid Votes	0	0	0	0	0	0
	11. Special Resolution: To consider participation in the World Employee Share Ownership Plan (WESOP) Scheme						
	Votes cast in favour	196108118	99.81	458	100	196108576	99.81
	Votes Cast against	383015	0.19	0	0	383015	0.19
	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 & Associates
Company Secretaries


Mohd Nazim Khan
(Scrutinizer)
FCS - 6529 & CP - 8245



Place: Vadodara
Dated: September 14, 2018

SUMMARY OF PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING OF SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED HELD ON FRIDAY, SEPTEMBER 14, 2018

The 8th Annual General Meeting (AGM) of the Members of the Company was held today i.e. on Friday, September 14, 2018 at 11.00 a.m. at Four Point Sheraton, 1275, Ward No. 7, Fateh Gunj, Vadodara, Gujarat – 390 002. The meeting started with the briefing on the safety arrangements.

Mr. Vinod Kumar Dhall, Chairman of the Board, chaired the meeting and started the formal proceedings.

All the Directors of the Company except Mr. Ranjan Pant attended the meeting.

As per the records of attendance, 61 members including 2 members by proxy were present. 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. It was further informed that there were no qualifications on the financial matters in the Auditors' Report and the report of Secretarial Auditors of the Company. The Notice and the Auditors Report were taken as read with the permission of the members present.

The Chairman then invited the Managing Director to make the presentation for information of the shareholders. Mr. Bruno Bernard 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 the facility to cast their vote electronically, on all resolutions set forth in the Notice. The e-voting period commenced on Tuesday, September 11, 2018 (9:00 am IST) and ended on Thursday, September 13, 2018 (5:00 pm IST). Members who were present at the AGM and had not cast their votes electronically were provided 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.

The following resolutions, as stated in the AGM Notice, were put to voting by the Members by way of ballot paper:

ORDINARY BUSINESS:	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 along with the reports of the Directors and Auditors thereon. (Ordinary Resolution)
2.	To appoint a Director in place of Mr. Anil Chaudhry (DIN 03213517), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

SPECIAL BUSINESS:	
3.	To consider appointment of Ms. Bidisha Nagaraj (DIN: 08080159) as a Non-Executive Director of the Company. (Ordinary Resolution)
4.	To re-appoint Mr. Vivek Sarwate (DIN: 07424152) as a Whole-time Director in professional capacity. (Special Resolution)
5.	To re-appoint Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer in professional capacity from December 16, 2017 till July 31, 2018. (Special Resolution)
6.	To consider appointment of Mr. Bruno Bernard Dercle (DIN: 08185909) as Managing Director and Chief Executive Officer (CEO) of the Company in professional capacity (Special Resolution) .
7.	To consider re-appointment of Mr. Vinod Kumar Dhall (DIN:02591373) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022 and continuation of directorship after attainment of 75 years of age. (Special Resolution)
8.	To consider re-appointment of Mr. Ranjan Pant (DIN:00005410) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022. (Special Resolution)
9.	To consider re-appointment of Mr. Vishar Subramanian Vasudevan (DIN:00130205) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022. (Special Resolution)
10.	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019. (Ordinary Resolution)
11.	To consider participation in the World Employee Share Ownership Plan (WESOP) Scheme. (Special Resolution)

The Chairman extended his heartiest thanks to the members for their association with the Company and requested the members to continue voting.

The Scrutinizer report was received on September 14, 2018 and as set out there in all the said resolutions were declared passed with the requisite majority.

This is for your information and records.

For Schneider Electric Infrastructure Limited



Bhumiika Sood
Company Secretary & Compliance Officer