

SEIL/Sec./SE/2023-24/7**April 17, 2023**

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051
Fax # 022-2659 8237/8238/8347/8348

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039

Symbol: SCHNEIDER**Scrip Code No. 534139****Sub: Disclosure of Voting Results - Postal Ballot Notice dated March 10, 2023**

Dear Sir(s),

In furtherance to our letter no. SEIL/Sec./SE/2022-23/77 regarding Postal Ballot Notice dated March 10, 2023 ("Postal Ballot Notice"), it is hereby informed that the Special Resolution proposed in the Postal Ballot Notice has been passed by the shareholders with requisite majority through remote e-voting on Friday, April 14, 2023 (last date of remote e-voting).

In this regard, please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Report of Scrutinizer dated April 17, 2023.

The voting results along with the scrutinizer's report will also be made available on the website of the Company.

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
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

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

| | |
|--|------------|
| Date of Notice of Postal Ballot | 10-03-2023 |
| Date of commencement of e-voting | 16-04-2023 |
| Date of closing of the Postal Ballot | 14-04-2023 |
| Total number of shareholders as on the Cut-off date, i.e. 10-03-2023 | 74674 |
| No. of shareholders cast their votes through electronic mode | |
| Promoters and Promoter Group : | 2 |
| Public : | 403 |

Resolution No. 1: Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and grant of free matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2023 ("2023 WESOP")

| | |
|---|---------|
| 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 | Invalid Votes (8) |
|------------------------------------|-------------------------------|---------------------------|-------------------------------|--|------------------------------------|-----------------------------------|---|---|----------------------|
| Promoter and Promoter Group | E-Voting | 179328026 | 179328026 | 100.00 | 179328026 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | | 0 | 0.00 | 0.00 | 0 |
| | Total | | 179328026 | 179328026 | 100.00 | 179328026 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 5315825 | 3924686 | 73.83 | 3376596 | 548090 | 86.03 | 13.97 | 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 |
| | Total | | 5315825 | 3924686 | 73.83 | 3376596 | 548090 | 86.03 | 13.97 |
| Public -Non Institutions | E-Voting | 54460184 | 1515706 | 2.78 | 517029 | 998677 | 34.11 | 65.89 | 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 |
| | Total | | 54460184 | 1515706 | 2.78 | 517029 | 998677 | 34.11 | 65.89 |
| Total | | 239104035 | 184768418 | 77.28 | 183221651 | 1546767 | 99.16 | 0.84 | 0 |

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 special resolution contained in the Postal Ballot Notice dated March 10, 2023

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 Special Resolution contained in the Postal Ballot Notice dated March 10, 2023 ("**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, and 11/2022 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, and December 28, 2022 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 Special Resolution contained in the Notice, based on the data downloaded from website of National Securities Depository (India) Limited ('NSDL') i.e. 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 14, 2023.
3. The Members of the Company holding shares as on Friday, March 10, 2023 ("**Cut-Off Date**") were entitled to vote on the proposed Special Resolution 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 16, 2023 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Friday, April 14, 2023, on the designated website of NSDL i.e. www.evoting.nsdl.com.



5. On Wednesday, March 15, 2023, 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 in the Notice which was uploaded on the website of the Company (<https://infra-in.se.com/>), NSDL (www.evoting.nsdl.com) and National Stock Exchange of India Limited (www.nseindia.com) and the BSE Limited (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 16, 2023, 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.
9. After completion of e-voting, votes cast by the Members, were unblocked at 06:10 P.M in the presence of two witnesses, Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar-110092 and Mr. Karan Kanojia R/o. 48-A, Anand Vihar, Delhi-110092 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.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:



Item No. 1:

Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and grant of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2023 ("2023 WESOP")

"**RESOLVED THAT** pursuant to the provisions of Section 67(3)(b) and all other applicable provisions of the Companies Act, 2013, and other relevant provisions, 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 "**Act**"), 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 starting June 2023), and grant employer matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in the 2023 WESOP rules, cumulatively not exceeding five per cent (5%) of the aggregate of the paid-up share capital and free reserves of the Company, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2023 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 2023 WESOP shall be through the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2023 WESOP, which will be merged into the "Schneider Actionnariat Mondial" FCPE.

RESOLVED FURTHER THAT the Board 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 Shareholders 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 | 405 | 184768418 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 |
| Less: | Number of Members & abstained from voting | 0 | 0 |
| Less: | Number of Members & Votes not exercised/ partially exercised | 0 | 0 |
| | No. of Valid Votes Cast | 405 | 18,47,68,418 |



| Particulars | E-VOTING | | |
|--------------|-------------------------|---------------------|---------------------------------------|
| | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour | 344 | 1,83,221,651 | 99.16 |
| Against | 61 | 15,46,767 | 0.84 |
| Total | 405 | 18,47,68,418 | 100.00 |

14. Based on the aforesaid results, the Special Resolution referred above has been passed with requisite majority, on Friday, April 14, 2023, 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.: 1428/2021




Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919E000113196

Date: 17.04.2023
Place: Delhi

Countersigned by:
For and on behalf of
Schneider Electric Infrastructure Limited

Chairperson or Director /Company Secretary authorised by Chairperson of the Company
Date: 17.04.2023
Place: Gurugram