Life Is On | Schneider Electric

23rd September, 2016

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
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI 400 001

Fax # 022-2272 3121/2037/2039

Scrip Code : 534139

The General Manager-Operation
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001

Fax # 033-22104492/4500/4468

Scrip Code : 10030003

Dear Sir,

Sub: Results of E-Voting and Poll conducted at the 6th AGM along with the signed Scrutinizer's Report

This is to inform you that the Shareholders in their Sixth Annual General Meeting of the Company held today have adopted the audited financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon and approved the other items of the notice and passed with the requisite majority.

Results of E-Voting and Poll conducted at the 6th AGM along with the signed Scrutinizer's Report is enclosed herewith. Simultaneously the results are being intimated to NSDL and CDSL and also being uploaded on the Company's website and being displayed at the notice board of the registered office.

Thanking you,

Yours faithfully,
For Schneider Electric Infrastructure Limited

(Anil Rustgi)
Company Secretary

Encl: As above

RESULTS OF E-VOTING AND POLL CONDUCTED AT 6th AGM

It is hereby notified to the Members of the Company and all other concerned authorities that the Company conducted the process of E-Voting and Poll in terms of the Notice dated 08.08.2016, for passing various resolutions at the 6th Annual General Meeting of the Equity Shareholders of M/s Schneider Electric Infrastructure Limited, held on Friday, September 23, 2016 at 11:00 a.m. at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat, India under the Companies Act, 2013 and Rules framed thereunder.

The Company appointed Mohd Nazim Khan, Practising Company Secretary, New Delhi (FCS-6529 & CP-8245), as Scrutinizer for conducting the E- Voting/ Poll, who has submitted his Report. The details of the Results are as follows:-

Resolution Nos. as given in the Notice of the Sixth 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 2016 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon						
	Votes cast in favour	190798513	100	171488	100	190970001	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. Sugata Sircar (DIN 01119161) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment						
	Votes cast in favour	190797802	100	171488	100	190969290	100
	Votes Cast against	623	0	0	0	623	0
	Invalid Votes	0	0	0	0	0	0
	3. Ordinary Resolution: To appoint a Director in place of Ms. Sonali Kaushik (DIN 07011781) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment						

	Votes cast in favour	190798098	100	171488	100	190969586	100
	Votes Cast against	415	0	0	0	415	0
	Invalid Votes	0	0	0	0	0	0
	4. Ordinary Resolution: To ratify the appointment of Statutory Auditors for FY 2016-17 and fix their remuneration						
	Votes cast in favour	190798513	100	171488	100	190970001	100
	Votes Cast against	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	0	0
Special Business	5. Ordinary Resolution: Appointment of Mr. Vivek Sarwate (DIN: 07424152) as the Director of the Company						
	Votes cast in favour	190798098	100	171488	100	190969586	100
	Votes Cast against	415	0	0	0	415	0
	Invalid Votes	0	0	0	0	0	0
	6. Special Resolution: Appointment of Mr. Vivek Sarwate (DIN: 07424152) as Whole Time Director of the Company and fixation of remuneration						
	Votes cast in favour	190797890	100	171488	100	190969378	100
	Votes Cast against	623	0	0	0	623	0
	Invalid Votes	0	0	0	0	0	0
	7. Ordinary Resolution: Ratification of remuneration payable to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001 for the financial year 2016-17						

	Votes cast in favour	190798513	100	171488	100	190970001	100
	Votes Cast against	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	0	0
	8. Special Resolution: Participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme of the Ultimate Holding Company, Schneider Electric SE, France and ratification of the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2015-16						
	Votes cast in favour	190477113	99.83	171488	100	190648601	99.83
	Votes Cast against	321400	0.17	0	0	321400	0.17
	Invalid Votes	0	0	0	0	0	0

The above resolutions have been passed with the requisite majority.

For **Schneider Electric Infrastructure Limited**

Anil Rustgi
Company Secretary

Vadodara
23.09.2016

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 Sixth Annual General Meeting (the AGM) of the Company held on Friday, September 23, 2016 at 11:00 am at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, 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 2015-16 electronically on 26.08.2016 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 2015-16 of the Company has been sent by registered post, dispatch of which was completed on 29.08.2016.

   2.2. The e- voting period began at 9:00 a.m. on September 20, 2016 and ended at 5:00 p.m. on September 22, 2016. The votes received electronically from the Shareholders till Thursday, September 22, 2016 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 16.09.2016.

MOHD. NAZIM KHAN NEW DELHI SCRUTINIZER

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. The poll papers, which were found defective because of signature mis-match, e-voting and non-shareholding on the cut-off date, have been treated as invalid and kept separately.

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 Sixth 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 2016 together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon						
	Votes cast in favour	190798513	100	171488	100	190970001	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. Sugata Sircar (DIN 01119161) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment						
	Votes cast in favour	190797802	100	171488	100	190969290	100
	Votes Cast against	623	0	0	0	623	0

MOHD. NAZIM KHAN NEW DELHI SCRUTINIZER

	Invalid Votes	0	0	0	0	0	0
	3. Ordinary Resolution: To appoint a Director in place of Ms. Sonali Kaushik (DIN 07011781) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment						
	Votes cast in favour	190798098	100	171488	100	190969586	100
	Votes Cast against	415	0	0	0	415	0
	Invalid Votes	0	0	0	0	0	0
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	Votes Cast against	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	0	0
Special Business	5. Ordinary Resolution: Appointment of Mr. Vivek Sarwate (DIN: 07424152) as the Director of the Company						
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	Votes Cast against	415	0	0	0	415	0
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	6. Special Resolution: Appointment of Mr. Vivek Sarwate (DIN: 07424152) as Whole Time Director of the Company and fixation of remuneration						
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	Votes cast in favour	190477113	99.83	171488	100	190648601	99.83
	Votes Cast against	321400	0.17	0	0	321400	0.17
	Invalid Votes	0	0	0	0	0	0

MOHD. ASIF KHAN NEW DELHI SCRUTINIZER

4. 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 23, 2016