Schneider Electric

September 26, 2014

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

Code No. 534139

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001

Fax # 033-2104486/4500/2230/3020

Dear Sir,

Sub: **Disclosure of Voting result of the 4th Annual General Meeting of the Company held on 25th September, 2014 pursuant to the requirements of clause 35A of the Listing Agreement**

Please find attached the voting result in the prescribed format pursuant to clause 35A of the listing agreement alongwith the Scrutiniser's report.

Kindly take the same on record

Thanking you,

Yours faithfully,
For Schneider Electric Infrastructure Limited

(Sameet Gambhir)
Company Secretary

Schneider Electric Infrastructure Limited
Date of the AGM : 25th September, 2014

Total number of shareholders on record date (15.08.2014) : 44171

No.of Shareholders present in the meeting either in person or through proxy*: (* Based on shareholders registereing attendance)

Promoters and Promoter Group : 2
Public Institution : 3
Public Others : 44

No.of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoters Group : Not Applicable

Public : Not Applicable

Details of Agenda :

Resolution No : 1 - Adoption of Audited Balance Sheet, Profit and Loss Account and Reports of Directors and Auditors for the year ended 31st March, 2014.
Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,817	22,817	100.00	22,766	51	99.78	0.22
Total (A)	**19,25,45,253**	**19,25,42,553**	**100.00**	**19,25,42,502**	**51**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0	-	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27,670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28,200**	**28,200**	**100.00**	**28,200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,453**	**19,25,70,753**	**100.00**	**19,25,70,702**	**51**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 2 - Re-appointment of Mr.Anil Chaudhry as Director who retires by rotation

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,746	22,746	100.00	22,143	603	97.35	2.65
Total (A)	**19,25,45,182**	**19,25,42,482**	**100.00**	**19,25,41,879**	**603**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28,200**	**28,200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,382**	**19,25,70,682**	**100.00**	**19,25,70,079**	**603**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower-3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 3 - Appointment of Statutory Auditors and to fix their remuneration

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,745	22,745	100.00	22,544	201	99.12	0.88
Total (A)	**19,25,45,181**	**19,25,42,481**	**100.00**	**19,25,42,280**	**201**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,381**	**19,25,70,681**	**100.00**	**19,25,70,480**	**201**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 4 - Appointment of Mr.Manish Arun Jaiswal as Director of the Company

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,746	22,746	100.00	22,442	304	98.66	1.34
Total (A)	**19,25,45,182**	**19,25,42,482**	**100.00**	**19,25,42,178**	**304**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,382**	**19,25,70,682**	**100.00**	**19,25,70,378**	**304**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 5 - Appointment of Mr.Vinod Kumar Dhall as an Independent Director of the Company

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,546	22,546	100.00	22,183	363	98.39	1.61
Total (A)	**19,25,44,982**	**19,25,42,282**	**100.00**	**19,25,41,919**	**363**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28,200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,182**	**19,25,70,482**	**100.00**	**19,25,70,119**	**363**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 6 - Appointment of Mr.Ranjan Pant as an Independent Director of the Company

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	-	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,69,710	22,000	99.83	0.17
Public -Others	22,646	22,646	100.00	22,083	563	97.51	2.49
Total (A)	**19,25,45,082**	**19,25,42,382**	**100.00**	**19,25,19,819**	**22,563**	**99.99**	**0.01**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,282**	**19,25,70,582**	**100.00**	**19,25,48,019**	**22,563**	**99.99**	**0.01**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Resolution No : 7 - Appointment of Mr.V S Vasudevan as an Independent Director of the Company

Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,646	22,646	100.00	22,343	303	98.66	1.34
Total (A)	**19,25,45,082**	**19,25,42,382**	**100.00**	**19,25,42,079**	**303**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,282**	**19,25,70,582**	**100.00**	**19,25,70,279**	**303**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot [illegible]3, Sector - 126,
Noida [illegible]

Resolution No : 8 - Ratification and approval of payment of remuneration to Cost Auditors for the year ending 31st March, 2015
Resolution required (Ordinary)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,541	22,541	100.00	22,330	211	99.06	0.94
Total (A)	**19,25,44,977**	**19,25,42,277**	**100.00**	**19,25,42,066**	**211**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,177**	**19,25,70,477**	**100.00**	**19,25,70,266**	**211**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Special Resolution No : 9 - Appointment of Mr.Manish Arun Jaiswal as Whole time Director
Resolution required (Special)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,746	22,746	100.00	22,383	363	98.40	1.60
Total (A)	**19,25,45,182**	**19,25,42,482**	**100.00**	**19,25,42,119**	**363**	**100.00**	**0.00**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	530	0	100.00	0.00
Total (B)	**28200**	**28200**	**100.00**	**28200**	**0**	**100.00**	**0.00**
Result (A+B)	**19,25,73,382**	**19,25,70,682**	**100.00**	**19,25,70,319**	**363**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Special Resolution No : 10 - Consideration and approval of the borrowing powers upto Rs.450 Crores
Resolution required (Special)

Promoter/Public	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
Mode of voting : (E-voting)							
Promoter and Promoter Group	17,93,28,026	17,93,28,026	100.00	17,93,28,026	0	100.00	0.00
Public - Institutional holders	1,31,94,410	1,31,91,710	99.98	1,31,91,710	0	100.00	0.00
Public -Others	22,818	22,818	100.00	22,356	462	97.98	2.02
Total (A)	**19,25,45,254**	**19,25,42,554**	**100.00**	**19,25,42,092**	**462**	**99.99**	**0.01**
Mode of voting : (Poll)							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	27,670	27,670	100.00	27670	0	100.00	0.00
Public -Others	530	530	100.00	528	2	99.62	0.38
Total (B)	**28200**	**28200**	**100.00**	**28198**	**2**	**99.99**	**0.01**
Result (A+B)	**19,25,73,454**	**19,25,70,754**	**100.00**	**19,25,70,290**	**464**	**100.00**	**0.00**

Note: One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388

Schneider Electric Infrastructure Ltd.
4-7th Floor, Tower - 3, IGL Complex,
Plot No. 2B, Sector - 126,
Noida - 201 304 (U.P.)

Schneider Electric

RESULTS OF E-VOTING AND POLL CONDUCTED AT 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 06.08.2014, for passing various resolutions under the Companies Act, 2013 and Rules framed thereunder.

The Company appointed Mr. Nesar Ahmad, a Practising Company Secretary, 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 Fourth 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 for Adoption of Audited Balance Sheet, Profit and Loss Account and Reports of Directors and Auditors for the year ended 31st March 2014.						
	Votes cast in favour[1]	192,542,502	100	28,200	100	192,570,702	100
	Votes Cast against	51	0	0	0	51	0
	Invalid Votes	0	0	26	-	26	-
	2. Ordinary Resolution for Re-appointment of Mr. Anil Chaudhry as Director who retires by rotation						
	Votes cast in favour[2]	192,541,879	100	28,200	100	192,570,079	100
	Votes Cast against	603	0	0	0	603	0
	Invalid Votes	0	0	26	-	26	-

[1] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[2] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

CIN NUMBER - L31900GJ2012PLC064420
Schneider Electric Infrastructure Limited
4-7th Floor, Tower 3, IGL Complex, Plot No. 2B, Sector-126, Noida - 201 304, Uttar Pradesh, India. Tel.: +91 120 3940400, Fax: +91 120 3898405. www.schneider-infra.in
Registered Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara - 391 510, Gujarat, India. Tel.: 02668 662000 Fax: 02668 662200

	3. Appointment of Statutory Auditors and to fix their remuneration.						
	Votes cast in favour[3]	192,542,280	100	28,200	100	192,570,480	100
	Votes Cast against	201	0	0	0	201	0
	Invalid Votes	0	0	26	-	26	-
	4. Appointment of Mr. Manish Arun Jaiswal as Director of the Company						
	Votes cast in favour[4]	192,542,178	100	28,200	100	192,570,378	100
	Votes Cast against	304	0	0	0	304	0
	Invalid Votes	0	0	26	-	26	-
Special Business	5. Appointment of Mr. Vinod Kumar Dhall as an Independent Director of the Company						
	Votes cast in favour[5]	192,541,919	100	28,200	100	192,570,119	100
	Votes Cast against	363	0	0	0	363	0
	Invalid Votes	0	0	26	-	26	-
	6. Appointment of Dr. Ranjan Pant as an Independent Director of the Company						
	Votes cast in favour[6]	192,519,819	99.99	28,200	100	192,548,019	99.99
	Votes Cast against	22,563	0.01	0	0	22,563	0.01
	Invalid Votes	0	0	26	-	26	-

[3] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[4] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[5] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[6] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

	7. Appointment of Mr. V.S. Vasudevan as an Independent Director of the Company						
	Votes cast in favour[7]	192,542,079	100	28,200	100	192,570,279	100
	Votes Cast against	303	0	0	0	303	0
	Invalid Votes	0	0	26	-	26	-
	8. Ratification and approval of payment of remuneration to Cost auditors for the year ending 31st March, 2015.						
	Votes cast in favour[8]	192,542,066	100	28,200	100	192,570,266	100
	Votes Cast against	211	0	0	0	211	0
	Invalid Votes	0	0	26	-	26	-
	9. Appointment of Mr. Manish Arun Jaiswal as Whole Time Director						
	Votes cast in favour[9]	192,542,119	100	28,200	100	192,570,319	100
	Votes Cast against	363	0	0	0	363	0
	Invalid Votes	0	0	26	-	26	-
	10. Consideration and approval of the borrowing powers up to Rs 450 crores.						
	Votes cast in favour[10]	192,542,092	100	28,198	99.99	192,570,290	100
	Votes Cast against	462	0	2	0.01	464	0
	Invalid Votes	0	0	26	-	26	-

[7] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[8] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[9] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[10] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

The above Resolutions have been passed with the requisite majority.

For **Schneider Electric Infrastructure Limited**

Vinod Dhall
Chairman

Vadodara
25.09.2014

NESAR AHMAD

"SANKALP", C-227, Ground Floor
Paryavaran Complex, New Delhi-110030
Tel: +91-11-29536312; Telefax: +91-11-29532342
Mobile: +91-9810044367; Email: nesarassociates@yahoo.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 me as the Scrutinizer for the purpose of conducting the e-voting process/poll (physical voting) on the agenda items transacted at the Fourth Annual General Meeting of the Company, held on September 25, 2014 at 11:30 a.m. at The Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara-390 020, Gujarat.

   The report of scrutinizers on e-voting conducted from September 18, 2014 to September 19, 2014 has been submitted to the Company on September 24, 2014 and report (under Form MGT-13) on the physical voting conducted through poll at the Annual General Meeting (AGM) of the Company has been submitted on September 25, 2014 to the Chairman, under my signature.

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 2013-14 electronically on 30.08.2014 to such Shareholders whose email IDs were registered with depository participants. For the other Shareholders, the AGM notice and Annual Report 2013-14 of the Company has been sent by registered post, dispatch of which was completed on September 01, 2014.

   2.2. The e- voting period began at 9.00 a.m. on September 18, 2014 and ended at 6.00 p.m. on September 19, 2014 The votes received electronically from the Shareholders till Friday, September 19, 2014 up to 6:00 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 Annual General Meeting , 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 15.08.2014.

2.5. The empty polling box was locked and sealed 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 Fourth 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 for Adoption of Audited Balance Sheet, Profit and Loss Account and Reports of Directors and Auditors for the year ended 31st March 2014.						
	Votes cast in favour[1]	192,542,502	100	28,200	100	192,570,702	100
	Votes Cast against	51	0	0	0	51	0
	Invalid Votes	0	0	26	-	26	-

[1] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

	2. Ordinary Resolution for Re-appointment of Mr. Anil Chaudhry as Director who retires by rotation						
	Votes cast in favour[2]	192,541,879	100	28,200	100	192,570,079	100
	Votes Cast against	603	0	0	0	603	0
	Invalid Votes	0	0	26	-	26	-
	3. Appointment of Statutory Auditors and to fix their remuneration.						
	Votes cast in favour[3]	192,542,280	100	28,200	100	192,570,480	100
	Votes Cast against	201	0	0	0	201	0
	Invalid Votes	0	0	26	-	26	-
	4. Appointment of Mr. Manish Arun Jaiswal as Director of the Company						
	Votes cast in favour[4]	192,542,178	100	28,200	100	192,570,378	100
	Votes Cast against	304	0	0	0	304	0
	Invalid Votes	0	0	26	-	26	-

[2] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[3] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[4] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

Special Business	5. Appointment of Mr. Vinod Kumar Dhall as an Independent Director of the Company						
	Votes cast in favour[5]	192,541,919	100	28,200	100	192,570,119	100
	Votes Cast against	363	0	0	0	363	0
	Invalid Votes	0	0	26	-	26	-
	6. Appointment of Dr. Ranjan Pant as an Independent Director of the Company						
	Votes cast in favour[6]	192,519,819	99.99	28,200	100	192,548,019	99.99
	Votes Cast against	22,563	0.01	0	0	22,563	0.01
	Invalid Votes	0	0	26	-	26	-
	7. Appointment of Mr. V.S. Vasudevan as an Independent Director of the Company						
	Votes cast in favour[7]	192,542,079	100	28,200	100	192,570,279	100
	Votes Cast against	303	0	0	0	303	0
	Invalid Votes	0	0	26	-	26	-

[5] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[6] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[7] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

	8. Ratification and approval of payment of remuneration to Cost auditors for the year ending 31st March, 2015.						
	Votes cast in favour[8]	192,542,066	100	28,200	100	192,570,266	100
	Votes Cast against	211	0	0	0	211	0
	Invalid Votes	0	0	26	-	26	-
	9. Appointment of Mr. Manish Arun Jaiswal as Whole Time Director						
	Votes cast in favour[9]	192,542,119	100	28,200	100	192,570,319	100
	Votes Cast against	363	0	0	0	363	0
	Invalid Votes	0	0	26	-	26	-
	10. Consideration and approval of the borrowing powers up to Rs 450 crores.						
	Votes cast in favour[10]	192,542,092	100	28,198	99.99	192,570,290	100
	Votes Cast against	462	0	2	0.01	464	0
	Invalid Votes	0	0	26	-	26	-

[8] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[9] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

[10] One (1) Shareholder having DP Id IN30005410013268 has exercised partial voting in 'Favour' to the extent of 243,688 votes as against its holding to the extent of 246,388.

4. You may accordingly declare the result of the voting through electronic voting/poll (physical voting).

Thanking you,
Yours faithfully,

Nesar Ahmad
(Scrutinizer)
M. No.: FCS – 3360 (CP – 1966)

Place: Vadodara
Dated: September 25, 2014