

SEIL/Sec./SE/2023-24/71**December 11, 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 November 7, 2023**

Dear Sir(s),

In furtherance to our letter no. SEIL/Sec./SE/2023-24/66 regarding Postal Ballot Notice dated November 7, 2023 ("Postal Ballot Notice"), it is hereby informed that the Ordinary Resolution proposed in the Postal Ballot Notice has been passed by the shareholders with requisite majority through remote e-voting on Saturday, December 9, 2023 (last date of remote e-voting).

In this regard, please find enclosed herewith:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Report of Scrutinizer dated December 11, 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	07-11-2023
Date of commencement of e-voting	10-11-2023
Date of closing of the Postal Ballot	09-12-2023
Total number of shareholders as on the Cut-off date (03-11-2023)	79098
No. of shareholders cast their votes through electronic mode	
Promoters and Promoter Group :	2
Public :	475

Resolution No. 1: To consider and approve the appointment of Mr. Udai Singh (DIN: 10311583) as Managing Director and Chief Executive Officer of the Company with effect from September 15, 2023

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/	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	0.00	0.00	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		179328026	179328026	100.00	179328026	0	0.00	0.00
Public - Institutions	E-Voting	8983865	6713009	74.72	6676598	36411	99.46	0.54	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		8983865	6713009	74.72	6676598	36411	99.46	0.54
Public - Non Institutions	E-Voting	50792144	900168	1.77	898535	1633	99.82	0.18	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		50792144	900168	1.77	898535	1633	99.82	0.18
Total		239104035	186941203	78.18	186903159	38044	99.98	0.02	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 Ordinary resolution contained in the Postal Ballot Notice dated November 07, 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 Ordinary Resolution contained in the Postal Ballot Notice dated November 07, 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, 11/2022 and 09/2023 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, December 28, 2022 and September 25, 2023 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 Ordinary 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 Saturday, December 09, 2023.
- 3.** The Members of the Company holding shares as on Friday, November 3, 2023 ("**Cut-Off Date**") were entitled to vote on the proposed Ordinary 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 Friday, November 10, 2023 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Saturday, December 09, 2023, on the designated website of NSDL i.e. www.evoting.nsdl.com.
- 5.** On Thursday, November 09, 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 to its members 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 November 10, 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 today at 10:51 A.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:

To consider and approve the appointment of Mr. Udai Singh (DIN: 10311583) as Managing Director and Chief Executive Officer of the Company with effect from September 15, 2023

"RESOLVED THAT pursuant to the provisions of Section 152, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company ("AOA") and based on the recommendation and approval of the Nomination and Remuneration Committee ("NRC") and the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Udai Singh (DIN: 10311583), who has been appointed as an Additional Director as per Section 161 of the Act and who holds office upto three months from the date of appointment or till the next general meeting, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, liable to retire by rotation, to hold office for a period of 3 (three) years effective from September 15, 2023 up to September 14, 2026 as a Director of the Company.

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RESOLVED FURTHER THAT in accordance with the recommendations and approvals of the NRC and the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for appointment of Mr. Udai Singh (DIN: 10311583), as a Managing Director and Chief Executive Officer ("MD & CEO") of the Company, in professional capacity, to hold office for a period of 3 (three) years effective from September 15, 2023 up to September 14, 2026 on payment of such remuneration as may be approved by the NRC not exceeding 5% (Five Percent) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act every year, during the tenure of his appointment and on such terms and conditions, as contained in his appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

RESOLVED FURTHER THAT in his capacity as MD & CEO, Mr. Udai Singh (DIN: 10311583), is entitled to exercise all powers as are exercisable by the MD & CEO of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors on recommendation of the NRC, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Udai Singh, the terms and conditions of his appointment and/or remuneration as per the Company policy for annual assessments and increments.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	477	187170569
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised/ partially exercised/ abstained	6*	229366*
	No. of Valid Votes Cast	477*	186,941,203*

***Notes**

- (i) 1 (one) member holding 127010 equity shares voted twice. Firstly, this member partially exercised votes for 125059 equity shares in favour and not exercised vote for 1951 equity shares. Thereafter, this member exercised votes for 1951 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.
- (ii) 1 (one) member holding 15500 equity shares voted twice. Firstly, this member partially exercised votes for 9841 equity shares in favour and not exercised vote for 5659 equity shares. Thereafter, this member exercised votes for 5658 equity shares voting against the resolution and abstained for 1 equity share. Accordingly, this member and its votes have been counted twice.

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- (iii) 1 (one) member holding 86854 equity shares voted twice. Firstly, this member partially exercised votes for 86228 equity shares in favour and not exercised vote for 626 equity shares. Thereafter, this member exercised votes for 625 equity shares voting against the resolution and abstained for 1 equity share. Accordingly, this member and its votes have been counted twice.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	445	186903159	99.98
Against	32	38044	0.02
Total	477	186,941,203	100

14. Based on the aforesaid results, the Ordinary resolution referred above has been passed with requisite majority, on Saturday, December 09, 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.:4186/2023

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Shashikant Tiwari

Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919E002901498

Date: December 11, 2023

Place: Delhi

Countersigned by:

For and on behalf of

**Schneider Electric Infrastructure
Limited**

Chairman or Director /Company
Secretary authorised by Chairperson of
the Company

Date:

Place: