



MNK & ASSOCIATES

COMPANY SECRETARIES

“Sankalp”, C-227, Ground Floor, Westend Marg, Paryavaran Complex

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SCRUTINIZER'S REPORT

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

Dear Sir,

1. The Board of Directors of M/s Schneider Electric Infrastructure Limited (the Company) has appointed me as the Scrutinizer by way of Circular Resolution No. BM/4/2016 passed on January 18, 2016 for the purpose of postal ballot exercise on the following resolutions:
 - 1.1. Increase in authorized Share Capital; and
 - 1.2. To offer, issue and allot 125,000,000 8% Cumulative Redeemable Preference Shares to Schneider Electric IT Business India Private Limited on Preferential Basis.
2. I submit my report as under:
 - 2.1. The Company has completed, on 28.01.2016 through registered post, the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members, whose names appeared on the Register of Members as on 15.01.2016.
 - 2.2. The Company has also provided e-voting facility to all the Members and has sent Postal Ballot Notice electronically on 28.01.2016 to such Shareholders who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs.
 - 2.3. The e- voting period began at 9.00 a.m. on February 01, 2016 and ended at 5.00 p.m. on March 01, 2016. The votes received electronically from the Shareholders till March 01, 2016 up to 5:00 pm, being the last date and time fixed by the Company for e-voting were considered for my scrutiny.
 - 2.4. Postal Ballot forms received till Tuesday, March 01, 2016 up to 05:00 pm, being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for my scrutiny.
 - 2.5. Particulars of all the Postal Ballot forms including all electronic votes received from the Members have been entered in a register separately maintained for the purpose.
 - 2.6. The Postal Ballot forms were opened in my presence with the assistance of my associates/staff members on March 02, 2016 in my office at New Delhi.



- 2.7. The votes were unblocked at New Delhi on March 02, 2016 in the presence of Ms. Shikha Singh and Mr. Ahsan Ahmad, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.
- 2.8. The Postal Ballot forms including electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on 15.01.2016 provided by CB Management Services Pvt Ltd, the RTA of the Company.
- 2.9. The sealed Postal Ballot forms are kept under my safe custody and the same will be handed over to the Company Secretary as per calendar of events.
- 2.10. Envelopes containing Postal Ballot forms returned undelivered aggregating to 403 marked serial number from 001 to 403 have been received till 05:00 PM on March 01, 2016 being the last date for the receipt of the Postal Ballot and were not opened and kept separately.
- Further, no envelopes containing Postal Ballot forms returned undelivered have been received after March 01, 2016.
- 2.11. 6 Envelopes containing Postal Ballot forms were received after 05:00 pm on Tuesday, March 01, 2016.

3. A summary of the Postal Ballot forms received is given below:

3.1. **Item No. 1: Increase in authorized Share Capital**

Particulars	No. of Postal Ballot forms	No. of Shares	% of total paid up Equity Capital
Total Postal Ballot forms received (Physical and Electronic)	491	191,967,839	80.29
Total physical Postal Ballot forms received	353	160,897	0.07
Total electronic Postal Ballot forms received	138	191,806,942	80.22
Less: Invalid Physical Postal Ballot forms (as per Register)	96	29,710	0.01
Net valid Postal Ballot forms (as per Register) (Physical & Electronic)	395	191,938,129	80.27
Physical Postal Ballot forms with Assent for the Resolution	241	128,369	0.05
Electronic Postal Ballot forms with Assent for the Resolution	126	191,717,167	80.18
Total Postal Ballot forms with Assent for the Resolution (Physical and Electronic)	367	191,845,536	80.24



Physical Postal Ballot forms with Dissent for the Resolution	16	2,818	0.00
Electronic Postal Ballot forms with Dissent for the Resolution	12	89,775	0.04
Total Postal Ballot forms with Dissent for the Resolution (Physical and Electronic)	28	92,593	0.04


3.2. To Offer, Issue and Allot 125,000,000 8% Cumulative Redeemable Preference Shares to Schneider Electric IT Business India Private Limited on Preferential Basis.

Particulars	No. of Postal Ballot forms	No. of Shares	% of total paid up Equity Capital
Total Postal Ballot forms received (Physical and Electronic)	492	191,968,589	80.29
Total physical Postal Ballot forms received	353	160,897	0.07
Total electronic Postal Ballot forms received	139	191,807,692	80.20
Less: Invalid Physical Postal Ballot forms (as per Register)	96	29,710	0.01
Net valid Postal Ballot forms (as per Register) (Physical & Electronic)	396	191,938,879	80.27
Physical Postal Ballot forms with Assent for the Resolution	238	127,214	0.05
Electronic Postal Ballot forms with Assent for the Resolution	122	191,717,390	80.18
Total Postal Ballot forms with Assent for the Resolution (Physical and Electronic)	360	191,844,604	80.23
Physical Postal Ballot forms with Dissent for the Resolution	19	3,973	0.00
Electronic Postal Ballot forms with Dissent for the Resolution	17	90,302	0.04
Total Postal Ballot forms with Dissent for the Resolution (Physical and Electronic)	36	94,275	0.04



4. You may accordingly declare the result of the voting by Postal Ballot.


Thanking you,
Yours faithfully,


Mohd. Nazim Khan
(Scrutinizer)
M. No.: FCS – 6529 (CP –8245)



Place: New Delhi
Dated: March 03, 2016

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited in our presence at New Delhi on March 02, 2016.



Name: Shikha Singh
Address: C-227, Paryavaran Complex
Near Garden of Five Sense
New Delhi-110030



Name: Ahsan Ahmad
Address: C-227, Paryavaran Complex
Near Garden of Five Sense
New Delhi-110030