

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 Fifth Annual General Meeting of the Company, held on Tuesday, August 11, 2015 at 11:00 a.m. 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 2014-15 electronically on July 17, 2015 to such Shareholders whose email IDs were registered with depository participants. For the other Shareholders, the AGM notice and Annual Report 2014-15 of the Company has been sent by registered post, dispatch of which was completed on July 17, 2015.
 - 2.2. The e- voting period began at 9:00 a.m. on August 08, 2015 and ended at 5:00 p.m. on August 10, 2015. The votes received electronically from the Shareholders till Monday, August 10, 2015 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 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 04.08.2015.
 - 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: To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon						
	Votes cast in favour	192407660	100	10693	93.45	192418353	100
	Votes Cast against	1	0	750	6.55	751	0
	Invalid Votes	0	0	222	-	222	-
	2. Ordinary Resolution: To appoint Director in Place of Mr. Anil Chaudhry, who retires by rotation and being eligible offers himself for re-appointment						
	Votes cast in favour	192416281	100	11442	99.99	192427723	100
	Votes Cast against	116	0	1	0.01	117	0
	Invalid Votes	0	0	222	-	222	-



	3. Ordinary Resolution: To appoint Statutory Auditors and fix their remuneration						
	Votes cast in favour	192416536	100	11443	100	192427979	100
	Votes Cast against	1	0	0	0	1	0
	Invalid Votes	0	0	222	-	222	-
Special Business	4. Ordinary Resolution: To appoint Mr. Sugata Sircar as Director of the Company						
	Votes cast in favour	192416366	100	10693	93.45	192427059	100
	Votes Cast against	101	0	750	06.55	851	0
	Invalid Votes	0	0	222	-	222	-
	5. Ordinary Resolution: To appoint Ms. Sonali Kaushik as Director of the Company						
	Votes cast in favour	192414490	100	10693	93.45	192425183	100
	Votes Cast against	1641	0	750	06.55	2391	0
	Invalid Votes	0	0	222	-	222	-



	6. Special Resolution: To re-appoint Mr. Prakash Kumar Chandraker, Managing Director and approve his remuneration						
	Votes cast in favour	192416271	100	10693	93.45	192426964	100
	Votes Cast against	366	0	750	06.55	1116	0
	Invalid Votes	0	0	222	-	222	-
	7. Ordinary Resolution: To ratify the remuneration of the Cost auditors for the year ending 31st March, 2016						
	Votes cast in favour	192416436	100	11443	100	192427879	100
	Votes Cast against	101	0	0	0	101	0
	Invalid Votes	0	0	222	-	222	-
	8. Ordinary Resolution: To approve Increase in Authorised Share Capital of the Company						
	Votes cast in favour	191955125	99.76	11433	99.91	191966558	99.76
	Votes Cast against	461502	0.24	10	0.09	461512	0.24
	Invalid Votes	0	0	222	-	222	-

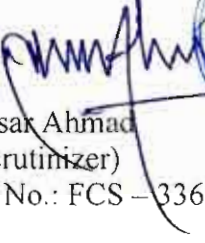


	9. Special Resolution: To alter Articles of Association of the Company						
	Votes cast in favour	191955050	99.76	11443	100	191966493	99.76
	Votes Cast against	461587	0.24	0	0	461587	0.24
	Invalid Votes	0	0	222	-	222	-
	10. Special Resolution: To approve participation of employees of your Company in the World Employee Share Ownership Plan (WESOP) Scheme of the Ultimate Holding Company, Schneider Electric SA, France and to ratify the financial assistance provided by the Company under the Scheme for 2014-15						
	Votes cast in favour	191954330	99.76	11442	100	191965772	99.76
	Votes Cast against	462157	0.24	0	0	462157	0.24
	Invalid Votes	0	0	222	-	222	-
	11. Special Resolution: To authorise Board of Directors to allot 4,70,00,000 8% Cumulative Redeemable Preference Shares to the Promoter, Energy Grid Automation Transformers and Switchgears India Private Limited						
	Votes cast in favour	191954259	99.76	11442	100	191965701	99.76
	Votes Cast against	462228	0.24	0	0	462228	0.24
	Invalid Votes	0	0	222	-	222	-



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 (Camp)
Dated: August 11, 2015