

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.

	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