

SEIL/Sec./SE/2023-24/91

March 27, 2024

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  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI 400 001  
Fax # 022-2272 3121/2037/2039  
Scrip Code No. 534139

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

In continuation to our letter no. SEIL/Sec./SE/2023-24/89 dated March 7, 2024 intimating approval of the Postal Ballot and related matters by the Board of Directors and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated March 7, 2024 ("Postal Ballot Notice"), seeking approval of the members on the following matters, only by way of remote electronic voting ("e-voting"):

Sr. No.	Description of Resolutions
<b>Special Resolutions</b>	
1	Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and grant of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024
2	Increasing the borrowing powers of the board under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013
<b>Ordinary Resolutions</b>	
3	Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited
4	Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited
5	Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS
6	Material Related Party Transaction(s) between the Company and Schneider Electric (Xiamen) Switchgear Co. Limited

In compliance with the relevant General Circulars issued in this regard by the Ministry of Corporate Affairs, Government of India, the Postal Ballot Notice has been sent in electronic form to the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners and who have registered their e-mail ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer

Schneider Electric Infrastructure Limited

Corp. Office: 9<sup>th</sup> Floor, DLF Building No.10, Tower C, DLF Cyber City, Phase II, Gurgaon - 122002, India; Tel: +91 124 7152300; Fax: +91 (0) 124-422 2036; www.schneider-infra.in

Regd. Office: Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod Vadodara -391510, Gujarat; Tel: +91 02668 664300 Fax: +91 664621; CIN: L31900GJ2011PLC064420

Internal

Agents, as on **Friday, March 22, 2024**. The Company has also made arrangements for those members who have not yet registered their e-mail address, to get the same registered by following the procedure prescribed in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide to all its members (holding shares both in physical and in electronic form), the facility to exercise their vote on the Postal Ballot through the electronic voting (e-voting).

The e-voting for Postal Ballot commences on **Thursday, March 28, 2024 @ 09:00 a.m. (IST)** and ends on **Friday, April 26, 2024 @ 05:00 p.m. (IST)**.

You may further note that the Board has appointed Mr. Rupesh Agarwal, Managing Partner (failing him Mr. Shashikant Tiwari, Partner), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The result of the Postal Ballot shall be announced on or before 5:00 pm (IST) on **Monday, April 29, 2024**.

The Postal Ballot Notice is available on the Company's website <https://infra-in.se.com/> and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you to kindly take the above information on record.

Thanking you.  
Yours Sincerely,

For **Schneider Electric Infrastructure Limited**

**(Bhumika Sood)**  
**Company Secretary and Compliance Officer**

**Encl: As above**



**SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED**

CIN: L31900GJ2011PLC064420

Regd. Office: Milestone 87, Vadodara-Halol Highway, Village Kotambi, Post Office Jarod,  
Vadodara 391 510, Gujarat, Phone: 02668 664466 / 664300, Fax: 02668 664621

Website: <https://infra-in.se.com>; E-mail: [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com)

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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given pursuant to Sections 108, 110, and all other applicable provisions of the Companies Act, 2013, (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 and other applicable provision, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), General Circular No. 14/2020, 3/2022, 11/2022 and 09/2023 dated April 08, 2020, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, read together with other relevant circulars issued in this regard by the Ministry of Corporate Affairs, Government of India (**"the MCA Circular(s)"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by The Institute of Company Secretaries of India (**"ICSI"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the below appended resolutions are proposed to be passed through postal ballot (the **"Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process i.e., by casting votes electronically instead of submitting postal ballot forms.

The proposed resolutions along with the Statement setting out the material facts and reasons thereof, form part of this Postal Ballot Notice (**"the Notice"** or **"the Postal Ballot Notice"**) for seeking the consent of the Members through remote e-voting.

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) (**"DPs"**). The details of the procedure for casting vote forms part of the 'Notes and Instructions' to this Notice.

The Company has engaged the services of the National Securities Depository Limited (**"NSDL"**) for facilitating remote e-voting. In addition, the Company has made necessary arrangements with CB Management Service Private Limited, Registrar and Share Transfer Agent (**"RTA"**) to enable the Members to register their e-mail addresses. Accordingly, those Members who have not yet registered their e-mail addresses are requested to register by following the procedure set out in this Postal Ballot Notice.

The Board has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302 and CP No. 5673) failing him Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer (**"Scrutinizer"**) to scrutinize e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) or Abstain (refrain from voting) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Friday, April 26, 2024. The e-voting facility will be disabled by NSDL immediately after that and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorised by the Chairperson in writing, and the result of the voting by Postal Ballot will be declared and announced on or before 5:00 p.m. (IST) on Monday, April 29, 2024 at the corporate office of the Company and will also be displayed on the website of the Company <https://infra-in.se.com/>, website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being communicated to the Stock Exchanges where the shares of the Company are listed and to the RTA. In addition, the results shall also be displayed at the Company's registered and/or corporate office.

The last date of e-voting i.e. Friday, April 26, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority and shall be deemed to have been passed as if passed at a General Meeting of the Members.

#### **SPECIAL BUSINESSES:**

- 1. To consider and approve providing loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and granting of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and such other approvals, permissions and sanctions as may be necessary, the approval/consent of the Members be and is hereby accorded for the Company to provide interest-free loan/financial assistance to its employees (repayable/recoverable from employees through a monthly payroll deduction in one or more tranches), and grant employer matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in Schneider Electric SE's Worldwide Employee Share Ownership Plan 2024 ('2024 WESOP') rules, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2024 WESOP of Schneider Electric SE (the Company's ultimate parent company incorporated in France).

**RESOLVED FURTHER THAT** the participation by the employees of the Company in 2024 WESOP shall be subscribed to and held on behalf of employees via an employee shareholding fund, a French collective shareholding vehicle known as "Fonds Commun de Placement d'Entreprise" (the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2024 WESOP, which will be merged into the "Schneider Actionnariat Mondial" FCPE, shortly after the capital increase).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary and do all other things incidental and ancillary thereof."

**2. To consider and approve increase in borrowing powers under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company in this regard on June 21, 2020 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (‘the Act’) read with the relevant rules made thereunder and other relevant provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Finance and Banking Committee of the Board empowered to exercise powers including powers conferred under this Resolution) to borrow from time to time, at its discretion, with or without security, and upon such terms and conditions any sum or sums of money not exceeding INR 900 Crores (Rupees Nine Hundred Crores only) (exclusive of interest) (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) including the money already borrowed by the Company exceeding in aggregate, for the time being, the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any-body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Act read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of INR 900 Crores (Rupees Nine Hundred Crores only) at any time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**3. To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (‘Listing Regulations’), applicable provisions of Companies Act, 2013 (‘the Act’), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s policy on Related Party Transactions, and subject to

such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric IT Business India Private Limited ('SEITB'), a Fellow Subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 700 Crores (Rupees Seven Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEITB, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **4. To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric India Private Limited ('SEIPL'), a Fellow Subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 1000 Crores

(Rupees One Thousand Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024 -25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEIPL, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**5. To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any other duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric Industries SAS (SE SAS), ultimate holding company of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 500 Crores (Rupees Five Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024 -25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the

Company and SE SAS, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**6. To consider and approve Material Related Party Transaction(s) between the Company and Schneider Electric (Xiamen) Switchgear Co. Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations'), applicable provisions of Companies Act, 2013 ('the Act'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and/ or any duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric (Xiamen) Switchgear Co. Limited ('SESCL'), a Fellow Subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to INR 410 Crores (Rupees Four Hundred and Ten Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SESCL, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions,



difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Director  
For Schneider Electric Infrastructure Limited**

-Sd/-

**Bhumika Sood**

**Company Secretary & Compliance Officer  
Membership No: ACS 19326**

Date: March 7, 2024  
Place: Gurugram

**Regd. Office:** Milestone 87,  
Vadodara-Halol Highway,  
Village Kotambi, Post Office Jarod,  
Vadodara 391 510, Gujarat

## **Notes and Instructions:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**the Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) setting out material facts and reasons for the proposal related to special business(es) is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) (Depository Participant(s)/ “**DPs**”) and whose e-mail address is registered with the Company/DPs, as on **Friday, March 22, 2024 (“Cut-off Date”)**. A person who is not a member as of the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (‘the Listing Regulations’) and the Ministry of Corporate Affairs (‘MCA’) Circulars, the manner of voting on the proposed resolution is restricted only to e-voting, i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, a physical copy of the Notice, the Postal Ballot Form, and the pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent or abstain of the Members would take place through the e-voting system only.

The Postal Ballot Notice will also be available under the ‘Investor Relations’ section on the website of the Company at <https://infra-in.se.com/> and the website of the e-voting agency NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download.

3. All the documents referred to in the Postal Ballot Notice and statement under Section 102 of the Act will be available for inspection at the Company’s Registered Office during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to the Company Secretary at [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or Company’s Registrar and Share Transfer Agent (“**RTA**”) at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
4. We urge Members to support our commitment to environment protection by choosing to receive the Company’s communication through e-mail. Accordingly, members holding shares in Demat mode who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DPs, and Members holding shares in physical mode are requested to update their e-mail addresses with the Company Secretary at [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or with the Company’s RTA at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co).
5. Dispatch of the Notice shall be deemed to be completed on the day NSDL sends out the communication for this Postal Ballot by e-mail, to the entitled Members.
6. The Scrutinizer shall, after the conclusion of the e-voting on Friday, April 26, 2024, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a Report of the votes cast in favour or against, if any and shall submit the same to the Chairperson or to any person authorised by the Chairperson in writing after the completion of scrutiny of the e-voting. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of the e-voting of the Postal Ballot, i.e. Friday, April 26, 2024. The result of the e-voting by Postal Ballot will be announced on or before 5:00 pm (IST) on Monday, April 29, 2024 at the corporate office of the Company and will also be displayed on the website of the Company <https://infra-in.se.com/>, website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being communicated to the Stock Exchanges where the

shares of the Company are listed and to RTA. In addition, the results shall also be displayed at the Company's registered office and/or corporate office.

7. The decision, as declared by the Chairperson or any person authorised by the Chairperson in writing, in consultation with the Scrutinizer on the validity of the vote, cast through remote e-voting, shall be considered final. A Member shall note that once the vote on a resolution(s) has been cast by the member by the remote e-voting process, they shall not be allowed to change it subsequently or cast a vote again.
8. In this Notice and the statement of material facts, the term "Shareholder(s)" and "Member(s)" are used interchangeably.
9. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to Ms. Bhumika Sood, Company Secretary and Compliance Officer at e-mail ID [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com).
10. Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Friday, March 22, 2024
Voting start time and date	Thursday, March 28, 2024 [09.00 A.M. (IST)]
Voting end time and date	Friday, April 26, 2024 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Friday, April 26, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	CB Management Services (P) Limited P-22 Bondel Road, Kolkata- 700019 Contact: +91 033 4011 6700/ 2280 6692/ 2282 3643/ 2287 0263 E-mail: <a href="mailto:subhabrata@cbmsl.co">subhabrata@cbmsl.co</a>
Name, address and contact details of the e-voting service provider	National Securities Depository Limited Please refer Note No. 9 for contact details.
NSDL e-voting website address	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

#### 11. Appeal and Information to Shareholders:

- ✓ E-mail Registration: The members are requested to register their e-mail addresses as detailed in this Notice;
- ✓ Demat Holding: Pursuant to Securities and Exchange Board of India (**SEBI**) notification dated January 24, 2022, read with SEBI circular dated January 25, 2022, transfer of shares in physical mode and transmission or transposition of securities held in the physical or dematerialised form shall be effected only in dematerialised form. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer, transmission, transposition, sub-division, or consolidation. Renewal/exchange of share certificate or issuance of duplicate share certificates for shares held in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.
- ✓ To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. In addition,

periodic statements of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.

- ✓ SEBI has mandated furnishing PAN and KYC details (i.e., postal address with pin code, e-mail address, mobile number, and bank account details) and nomination details by holders of securities. Effective January 1, 2022, RTA will not process any service requests or complaints from the member until the aforesaid details/ documents are provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://download.schneider-electric.com/files?penDocType=Institutional+Document&p Doc Ref=Form SH>.
- ✓ Enrollment on ODR Portal: SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 introduced a common Online Dispute Resolution (“ODR”) mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. The ODR Portal allows investors with additional mechanism to resolve the grievances. Please be informed that the Company has also enrolled itself on Smart ODR portal for shareholders to lodge grievances on ODR platform, if not satisfied with the resolution provided by the Company, RTA and SEBI Scores.

12. The instructions for e-voting are as under:

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the</li> </ol>

home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and passwords and registration of e-mail ids for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or RTA at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or RTA at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, the shareholder/member may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) to procure user id and password for e-voting by providing above mentioned documents.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Alternatively, Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc., by clicking on “**Upload Board Resolution / Authority Letter**” displayed under the “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]**

The following Statement sets out all material facts relating to the Special Business(es) mentioned in the Notice:

### **Item No. 1**

Stock plans, including the Employee Stock Ownership Plan (“ESOP”) have long been recognised internationally as an effective instrument to align the interests of employees with those of a company and its shareholders, providing an opportunity for employees to share the growth of the company, and to create long term wealth in the hands of employees. In addition, it creates a sense of ownership between the company and its employees, paving the way for a unified approach to enhancing overall shareholders’ value. It is, therefore, appropriate to consider Schneider Electric SE’s Worldwide Employee Share Ownership Plan 2024 (“**2024 WESOP**”) for the employees of the Company.

Schneider Electric, at the group level, has a long-standing Employee Stock Option Scheme called the Worldwide Employee Share Ownership Plan (“**WESOP**”), whereby employees of participating companies of the Schneider Electric Group (“**SE Group**”) have the right and option to subscribe (indirectly) to the shares of Schneider Electric SE (“**SE France**”), the ultimate holding company in France. Such subscription is under the umbrella of the SE Group employee share offering, pursuant to a capital increase reserved for the employees of SE Group.

For 2024, SE France has offered a 2024 WESOP, which is available at the worldwide level for SE Group employees as a financial investment and is a valuable tool to retain key talent, which works in the Company’s best interest by rewarding employees for their performances. Furthermore, the 2024 WESOP plan is very effective and allows employees to participate in the growth of the Company. This evolution is due to SE Group’s commitment to step up and put an even more significant part of your Company in the hands of employees to inculcate a sense of participation in the fortunes of the Company and the SE Group.

SE France, being the ultimate holding company of your Company, will provide an opportunity to the Company’s employees, Directors and Key Managerial Personnel (except Independent Directors) to voluntarily subscribe to SE France’s shares by way of purchasing units in FCPE (refer to point j).

Employees will be issued units of the FCPE corresponding to the amount they subscribe to and the Company’s Matching Contributions (refer to point g). Schneider Electric SE will offer via FCPE under a share capital increase reserved for the employees of the SE Group.

Detailed particulars of benefits which will accrue to the participating employees from the implementation of 2024 WESOP: 2024 WESOP will offer employees a discount of 15% on the reference price of Schneider Electric SE share. Further details are stated in the 2024 WESOP documentation.

Under 2024 WESOP, as with other Indian participating Schneider Electric Group companies, your Company will provide the facility of loan/financial assistance to the employees to subscribe to Schneider Electric SE shares and grant employer matching shares. However, according to Section 67 of the Companies Act, 2013 (‘the Act’), no public company shall give, whether directly or indirectly and whether through a loan, guarantee, the provision of security or otherwise, any financial assistance for, or in connection with, the purchase or subscription made or to be made, by any person of or for any shares in the company or its holding company unless *inter alia* the same is approved by the Company through a special resolution.

Schneider Electric SE's shares are valued according to the French Law. In the event of stock market volatility, Schneider Electric may, at its discretion, delay the price fixing or, following the fixing, reduce the subscription price and/or change the subscription period and/or the share issuance date.

Further, the below information regarding the 2024 WESOP is for the reference of Members:

- a) **Class of Employees:** The 2024 WESOP will be implemented, and financial assistance will be provided for the purchase and subscription of shares to benefit employees within the meaning of the Plan.

The class/ classes of eligible employees are as under:

- i. Permanent employees of the Company, including Key Managerial Personnel, as defined under 2024 WESOP.
- ii. Directors of the Company

The following are not eligible to participate in the 2024 WESOP:

- (i) Independent Directors appointed by the Company as per the Act;
- b) **Reservation periods.** The scheme documentation of 2024 WESOP, details the reservation/subscription period. All eligible employees who want to participate must submit their subscription orders within the specified timeline.
- c) **Subscription Price or Pricing Formula.** Firstly, a reference price will be calculated, which is the price equals the average of the 20 consecutive opening prices of the Schneider Electric SE share recorded on the Euronext Paris stock exchange from March 19, 2024 to April 17, 2024. For more details, please refer to the 2024 WESOP plan. Once the reference price is known, the subscription price will equal the reference price, minus a 15% discount. Schneider Electric SE will set and announce the subscription price on or around April 18, 2024.
- d) **Maximum Subscription limits:** Employees can only invest up to 25% of their respective gross annual earnings.
- e) **Methods of payment:** As defined in 2024 WESOP.
- f) **Amount of loan/financial assistance to employees for subscription, tenure, repayment terms, etc.** Upon specific employee request, your Company will offer a loan/financial facility/assistance for the total subscription price. Such financing, if opted for, would be in the form of a short-term 'interest-free' loan, which would be repayable/ recoverable from the employee through equal monthly payroll deductions starting June 2024 as set out in 2024 WESOP documentation.
- g) **Matching Shares.** Each participating Schneider Electric company, including your Company, will pay a matching contribution. Hence, the employee's personal contribution will be supplemented by a matching cash contribution paid by your Company. The cash provided by the employer will effectively increase the subscription payment by the employee and thereby increase the number of Schneider Electric SE shares purchased on behalf of the employee. In 2024 WESOP, the employer matching contribution would be paid according to the following formula:
- up to a maximum of €700, the employee's contribution will be matched at a rate of 100%.
  - the employee's contribution between €701 and €2,100 will be matched at a rate of 50%.
- This leads to a maximum possible contribution from your Company of €1,400 per employee. This maximum contribution per employee may be reduced if the Plan is exceeded/ over-subscribed. For more details, please refer to the 2024 WESOP Documentation.

- h) **Lock-Up Period.** Under 2024 WESOP, employees' investments will be subject to a 5-year lock-up period during which employees cannot redeem their investment in the FCPE, except in certain early release events as set out in 2024 WESOP documentation.
- i) **Dividends.** Any dividends paid on the shares to the Classic FCPE during the life of 2024 WESOP will be reinvested by the FCPE in additional shares of Schneider Electric SE. Reinvesting dividends will increase the value of the units held by the employees to reflect this dividend reinvestment (no new units issued).
- j) **Particulars of the trustee or employees in whose favour such shares are to be registered.** The shares will be held by a French collective shareholding vehicle, known as a *Fonds Commun de Placement d'Entreprise* (the "FCPE"), which is commonly used in France to hold and manage shares held by employees under employee share plans and is governed by the French Monetary and Financial Code.

Employees' investments and the employer matching contribution are placed in a temporary fund, "Schneider Relais International 2024", which acquires shares on employees' behalf and then, shortly afterwards, merges into the permanent "Schneider Actionnariat Mondial" FCPE, subject to the FCPE's Supervisory Board and AMF approval. Both FCPEs invest almost exclusively in Schneider Electric SE shares.

An external professional company, Natixis Investment Managers International, will manage the FCPEs subject to AMF control, acting on behalf of and in the interest of employee unitholders. CACEIS Bank will be entrusted with the FCPE's assets, which are independent of and unaffiliated with Schneider Electric SE. Natixis Interépargne will act as the account holder for the FCPE units held by the employee subscribers. Unlike shares, the units are not transferable, do not provide direct voting rights to the employees, and cannot be listed on a stock exchange market. The subscription to Schneider Electric SE shares will be made by the FCPE, acting on the employees' behalf. Employees will be issued units of the FCPE corresponding to the amount of their subscription. FCPE will, in turn, subscribe to Schneider Electric SE shares and hold them on behalf of the subscribing employees. For each amount invested corresponding to the subscription price of one share, employees will receive one unit of the FCPE. The units can be redeemed only in the manner provided under 2024 WESOP.

- k) **Particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel if any;** The concept of Trust/Trustee does not exist under French Law; Hence, details of the FCPE are being furnished.

Name and address of Depository: CACEIS Bank, 89-91 rue Gabriel Péri – 92120 Montrouge, France.

Fonds Commun de Placement d'Entreprise (the "FCPE")

"Schneider Relais International 2024" (to be merged into the "Schneider Actionnariat Mondial")

Name of the trustees, address, occupation, nationality: Not Applicable

Relationship of Trust with promoters, KMP and promoters: FCPE is independent. None of your Company's employees is or would be associated as a depository of the FCPE. None of the depository/ managing persons of the FCPE is disqualified, as stated in Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

- l) **Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:**

None of the directors, key managerial personnel of the Company, and their relatives are concerned or interested, in this resolution, except to the extent of their respective shareholdings,

if any, in Schneider Electric SE under any of the previous ESOP plans and/or the number of units/shares which they may agree to subscribe pursuant to 2024 WESOP.

- m) **Valuation, Disclosure and Accounting Policies.** Your Company will comply with all the requirements of valuation, disclosure and accounting policies as applicable under the existing laws and as amended from time to time.
- n) **Detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:**
- i. The scheme will be rolled out to employees at a discounted subscription price.
  - ii. Matching contribution as explained in point (g).
  - iii. Interest-free financial assistance by the Company as set out in the 2024 WESOP.
  - iv. Any dividends paid by Schneider are automatically reinvested in the FCPE, increasing the value of investment for employees.
- o) **Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**  
The supervisory board of the FCPE will exercise any voting rights attached to the Schneider Electric SE shares on behalf of employees. Only elected members of the Supervisory Board, representing employees and former employees' unitholders, will be able to vote on the Schneider Electric SE shares.
- p) FCPE is appointed as set out above.

A person shall not be appointed to the Supervisory Board of Classic FCPE if he (a) is a director, key managerial personnel or promoter of an Indian company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (ten per cent) or more of the Company's paid-up share capital.

The Members may note that in terms of Section 67 of the Act, and the rules made thereunder, a company must obtain prior approval from the shareholders before providing financial assistance to employees for subscribing to any shares of the company or its holding company, as proposed in Item No. 1 of this Notice.

The aforesaid Statement covers relevant disclosures as required under Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Since your Company is a listed entity, it cannot provide finance facility/assistance or employer matching shares to employees to subscribe to Schneider Electric SE's shares (under 2024 WESOP) unless the shareholders' approval has been obtained. Accordingly, the Company is conducting a Postal Ballot to seek shareholders' approval to avail the facility of the finance facility/assistance and employer matching shares for purchasing the shares of the Ultimate Holding Company (directly/indirectly).

The Board of Directors of your Company at its meeting held on March 7, 2024 approved the participation of employees of the Company, including Directors and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Act and rules made thereunder.

The salient feature of 2024 WESOP is available for inspection by the Members and shall remain open during the period of the Postal Ballot, during office hours, i.e. from 9 am (IST) to 5 pm (IST) on all working days.

This Notice does not constitute an offer, invitation, or solicitation of an offer of securities to the Members of the Company or the public within or outside India other than as set out in the documentation for 2024 WESOP.

All the Directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolution as set out in Item No.1 to the extent of their respective shareholdings, if any, in Schneider Electric SE under any of the previous ESOP plans and/or the number of units/shares which they may agree to subscribe pursuant to 2024 WESOP.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the Members of the Company as Special Resolution.

## **Item No. 2**

The Members may note that the provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act') read with the rules made there under provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

It may be noted that the Members, vide Special Resolution passed through Postal Ballot on June 21, 2020, approved and authorized the Board with the total borrowing limits upto INR 550 Crores (Rupees Five Hundred & Fifty Crores only).

With an objective for having scope of restructuring the financing avenues between external banks and intercompany loans and headroom for future requirements to support the business operations and working capital requirements, the approval for increase in borrowing limits is sought from the shareholders.

Accordingly, it is proposed to enhance the borrowing limits of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements, from the existing limit of INR 550 (Rupees Five Hundred & Fifty Crores only) to INR 900 Crores (Rupees Nine Hundred Crores only).

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of Members, which authorisation is also proposed to be provided for an amount up to INR 900 Crores (Rupees Nine Hundred Crores only).

Accordingly, the Audit Committee and the Board of Directors of the Company in their respective meetings held on March 7, 2024, have approved increase in the limits of borrowings and set authorization limit to secure the borrowings by the Company upto INR 900 Crores (Rupees Nine Hundred Crores), in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members of the Company as Special Resolution.

### Item No. 3 to 6

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), prior approval of the shareholders through ordinary resolution is required for all material related party transactions. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the lower of INR 1,000 Crores (Rupees One Thousand Crores) and 10% (ten per cent) of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity ('Material RPT').

In furtherance of its business activities, the Company has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1) (zc)(i) of the Listing Regulations.

Amongst the transactions that the Company executes with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with the related parties, viz. Schneider Electric IT Business India Private Limited (SEITB), Schneider Electric India Private Limited (SEIPL), Schneider Electric (Xiamen) Switchgear Co. Limited (SESCL), fellow subsidiaries of the Company, and Schneider Electric Industries SAS (SE SAS), the ultimate Holding Company, are likely to exceed the materiality threshold and/ or their existing Material RPT limits, on annual basis.

It may further be noted that the Members in the 13<sup>th</sup> Annual General Meeting (AGM) of the Company approved entering into material related party transactions with SEITB, SEIPL & SE SAS for an amount not exceeding INR 600 Crores, INR 500 Crores and INR 200 Crores respectively, valid till next AGM. However, considering the foreseen business exigencies, the existing Material RPT limits with these parties needs to be enhanced.

Accordingly, the Board of Directors on recommendation of the Audit Committee at its meeting held on March 7, 2024 has approved the above proposals subject to the approval of the Members of the Company. In compliance with the applicable law and guidelines issued by the Securities and Exchange Board of India (SEBI), the approval of Members is being sought for the said Material RPTs proposed to be entered into by your Company with SEITB, SEIPL, SE SAS and SESCL, for the financial year 2024-25.

All related party transactions between the Company and its Related Parties are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee and are reviewed on a quarterly basis, pursuant to its approvals.

The details under Rule 15(3)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 and the details required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, for proposed material RPTs as considered by the Audit Committee of the Company, are set forth below:

#### For transaction with SEITB:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern	Schneider Electric IT Business India Private Limited (SEITB) Nature of Concern/ Interest/ Relationship: Fellow Subsidiary.

	or interest (financial or otherwise)	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	NIL
3.	Type, tenure, material terms and particulars	<p><b>Type:</b> For borrowing (short term/ long term), Sale/Purchase of Goods, Materials, Equipment etc. contracts and arrangements relating to providing/rendering/ availing services/Cost recharge/reimbursements etc.</p> <p><b>Tenure:</b> For financial year 2024-25.</p> <p><b>Material Terms:</b> The pricing for the contract/arrangement is on a cost-plus mark- up basis.</p> <p>The rate of interest on loan/borrowings shall be as per the applicable prevailing yield.</p>
4.	Value of the transaction	INR 700 Crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	<p>The estimated transaction value for transfer of resources by way of Sale/Purchase/ cost recharges/re-imbursements represents:</p> <p>39.4 % of annual turnover of the Company as on March 31, 2023.</p>
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans,</p> <p>ii) inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds; and</li> <li>- tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such</p>	Not Applicable

	funds pursuant to the RPT.	
7.	Justification as to why the RPT is in the interest of the listed entity	RPT is required to be entered for continuance of the business operations of the Company and meeting its supply requirements, to cater to the needs of the customers.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Act.

#### For transaction with SEIPL:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Schneider Electric India Private Limited (SEIPL) Nature of Concern/ Interest/ Relationship: Fellow Subsidiary.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Deepak Sharma – Non-Executive Non-Independent Director in the Company and Managing Director and Chief Executive Officer in SEIPL
3.	Type, tenure, material terms and particulars	<b>Type:</b> For Sale/Purchase of Goods, Materials, Equipment etc. contracts and arrangements relating to providing/rendering/availing services/Cost recharge/reimbursements etc. <b>Tenure:</b> For financial year 2024-25 <b>Material Terms:</b> The pricing for the contract/arrangement is on a cost-plus mark - up basis.
4.	Value of the transaction	INR 1000 Crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The estimated transaction value for transfer of resources by way of Sale/Purchase/ cost recharges/re-imbursements represents: 56.3% of annual turnover of the Company as on March 31, 2023.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give	Not Applicable



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- loans,
  - ii) inter-corporate deposits, advances or investments,
    - nature of indebtedness;
    - cost of funds; and
    - tenure;
  - iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
  - iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.
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7. Justification as to why the RPT RPT is required to be entered for continuance of the business is in the interest of the listed operations of the Company and meeting its supply entity requirements, to cater to the needs of the customers.

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8. Any valuation or other external Not Applicable report relied upon by the listed entity in relation to the transactions

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9. Any other information that may be relevant All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Act.

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#### For transaction with SE SAS:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Schneider Electric Industries SAS (SE SAS) Nature of Concern/ Interest/ Relationship: Ultimate Holding Company
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Nil
3.	Type, tenure, material terms and particulars	<p><b>Type:</b> For Sale/Purchase of Goods, Materials, Equipment etc. contracts and arrangements relating to providing/rendering/availing services/Cost recharge/reimbursements etc.</p> <p><b>Tenure:</b> For financial year 2024-25.</p> <p><b>Material Terms:</b> The pricing for the contract/arrangement is on a cost-plus mark-up basis.</p>
4.	Value of the transaction	INR 500 Crores

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5. The percentage of the listed The estimated transaction value for transfer of resources by entity's annual consolidated way of Sale/Purchase/ cost recharges/re-imbursements turnover, for the immediately represents:  
preceding financial year, that is 28.1 % of annual turnover of the Company as on March 31, represented by the value of the 2023.  
proposed transaction  
(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- 
6. If the transaction relates to any Not Applicable  
loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  
i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans,  
ii) inter-corporate deposits, advances or investments,  
- nature of indebtedness;  
- cost of funds; and  
- tenure;  
iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.
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7. Justification as to why the RPT RPT is required to be entered for continuance of the is in the interest of the listed business operations of the Company and meeting its supply entity requirements, to cater to the needs of the customers.
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8. Any valuation or other external Not Applicable  
report relied upon by the listed entity in relation to the transactions
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9. Any other information that may All relevant / important information forms part of this Statement be relevant setting out material facts pursuant to Section 102(1) of the Act.
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**For transaction with SESCL:**

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Schneider Electric (Xiamen) Switchgear Co. Ltd (SESCL) Nature of Concern/ Interest/ Relationship: Sister Concern
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Nil
3.	Type, tenure, material terms and particulars	<b>Type:</b> For Sale/Purchase of Goods, Materials, Equipment etc. contracts and arrangements relating to providing/rendering/availing services/Cost recharge/reimbursements etc. <b>Tenure:</b> For financial year 2024-25. <b>Material Terms:</b> The pricing for the contract/arrangement is on a cost-plus mark-up basis.
4.	Value of the transaction	INR 410 Crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The estimated transaction value for transfer of resources by way of Sale/Purchase/ cost recharges/re-imbursements immediately represents: 23.1 % of annual turnover of the Company as on March 31, 2023.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, ii) inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the	Not Applicable

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funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.

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7. Justification as to why the RPT RPT is required to be entered for continuance of the is in the interest of the listed business operations of the Company and meeting its supply entity requirements, to cater to the needs of the customers.
  8. Any valuation or other external Not Applicable report relied upon by the listed entity in relation to the transactions
  9. Any other information that may All relevant / important information forms part of this Statement be relevant setting out material facts pursuant to Section 102(1) of the Act.
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Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 3,4,5 & 6 whether the entity is a related party to the particular transaction or not.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution except only to the extent of their directorship / KMP position(s) in the Company, SEITB, SEIPL, SE SAS and SESCL.

The Board recommends the respective resolutions set out at Item Nos. 3, 4, 5 and 6 of the Notice for approval by the Members of the Company as Ordinary Resolution(s).

**By Order of the Board of Director  
For Schneider Electric Infrastructure Limited**

-Sd/-

**Bhumika Sood**

**Company Secretary & Compliance Officer**

**Membership No: ACS 19326**

Date: March 7, 2024

Place: Gurugram

**Regd. Office:** Milestone 87,  
Vadodara-Halol Highway,  
Village Kotambi, Post Office Jarod,  
Vadodara 391 510, Gujarat