

SEIL/Sec./SE/2023-24/66

November 9, 2023

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051
Fax # 022-2659 8237/8238/8347/8348
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/2023-24/62 dated November 7, 2023, regarding 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 November 7, 2023 ("Postal Ballot Notice"), seeking the approval of the members by way of Ordinary Resolution, on the following matter, only by way of remote electronic voting ("e-voting"):

"Approval for the appointment of Mr. Udai Singh (DIN: 10311583) as Managing Director and Chief Executive Officer of the Company for the term of three (3) years with effect from September 15, 2023"

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 Agents, as on Friday, November 3, 2023 ("**Cut-off Date**"). 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.

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 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.

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

Corp. Office: 9th 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



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

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 of Postal Ballot 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 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 Ordinary Resolution appended below is 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 Ordinary Resolution, along with the Statement setting out the material facts as required in terms of Section 102 of the Act, read with the Rules, the MCA Circulars and other applicable legal provisions, are appended below seeking the consent of the Members of the Company through remote e-voting. The Statement pertaining to the said Resolution, setting out the material facts and reasons thereof, form part of this Postal Ballot Notice (**"the Notice"** or **"the Postal Ballot Notice"**).

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 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"**) for conducting the Postal Ballot/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) by following

the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Saturday, December 9, 2023. 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 Board 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, December 11, 2023 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, 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.

The last date of e-voting, i.e. Saturday, December 9, 2023, shall be the date on which the resolution 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 BUSINESS:

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

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

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

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

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

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

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

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

-Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

Membership No: ACS 19326

Date: November 7, 2023

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 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**”) (Depositories) and whose e-mail address is registered with the Company/Depository Participant(s) (“**DPs**”), as on **Friday, November 3, 2023 (“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 Listing Regulations and the 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 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 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 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 or Company’s Registrar and Share Transfer Agent (“**RTA**”) at 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 or with the Company’s RTA at subhabrata@cbmsl.co.
5. Dispatch of the Notice shall be deemed to be completed on the day NSDL sends out the communication for the Postal Ballot process by e-mail to the members of the Company.
6. The Scrutinizer shall, after the conclusion of the e-voting on Saturday, December 9, 2023, 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 resolution, 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., Saturday, December 9, 2023. The result of the e-voting by Postal Ballot will be announced on or before 5:00 pm (IST) on Monday, December 11, 2023 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, 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 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.co.in or to Ms. Bhumika Sood, Company Secretary and Compliance Officer at e-mail ID 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, November 3, 2023
Voting start time and date	Friday, November 10, 2023 [09.00 A.M. (IST)]
Voting end time and date	Saturday, December 9, 2023 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Saturday, December 9, 2023
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: subhabrata@cbmsl.co
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	www.evoting.nsdl.com

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 recently 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. On or after April 1, 2023, in case any of the above-cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). 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?p_enDocType=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 Depository Participants. 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. Once the 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 hold 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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 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.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in 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 or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in.
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 or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in. 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.co.in 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 with a copy marked to evoting@nsdl.co.in. 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 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 mentioned in the Notice:

Item no. 1

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee (“NRC”) and subject to the approval of the Members, at their meeting held on September 14, 2023 approved appointment of Mr. Udai Singh (DIN: 10311583) as an Additional Director and designated as Managing Director & Chief Executive Officer (hereinafter referred to as the ‘MD & CEO’), in professional capacity, liable to retire by rotation, for a term of 3 (three) years with effect from September 15, 2023 till September 14, 2026.

The Members may further note that the approval of the shareholders for Mr. Singh’s appointment is being obtained through Postal Ballot, pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) which mandates obtaining shareholders’ approval for appointment of a Director on Board, within a time period of 3 months from the date of appointment or at next general meeting, whichever is earlier.

The Company has received a notice in terms of Section 160 of the Act, from a Member signifying intention to propose Mr. Singh’s appointment as a Director of the Company.

Brief profile of Mr. Singh is cited hereinbelow for the information of the Members.

Mr. Udai Singh joined L&T in E&A as a GET in 1991 and E&A business was acquired by Schneider Electric India Private Limited, sister concern of the Company. Over the last 30+ years, he has held various roles in the areas of Sales, Marketing, Projects & Contract management, and Manufacturing operations. Prior to his current role as Electrical Systems Equipment (ESE) - BU VP, Mr. Singh was heading Sales & After Sales for India, SAARC & Africa along with key account management.

Mr. Singh is a well-known professional in the industry. Currently, Mr. Singh has a seat in the Switchgear MV/HV Committee of IEEMA (Indian Electrical and Electronics Manufacturers Association) as Chairman.

Taking into consideration the size and nature of the operations of the Company and keeping in mind Mr. Singh’s broad functional and general management skills, the NRC and Board believes that his induction on the Board will be in the interest of the Company and will support in broadening the overall expertise of the Board.

Below are the broad particulars of the appointment and remuneration payable to Mr. Singh, as approved by NRC and Board, in accordance with the remuneration policy of the Company:

Remuneration details:

i. Salary, Perquisites and Allowances per annum:

Components	Amount (in INR) per annum
Salary	9,742,375
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Medicaid Policy etc.	814,216
Long Term Incentive Plan (LTIP)*	6,272,854
Target Short Term Incentive Plan (STIP)	4,167,420
Amenities including fully Furnished Accommodation, car benefit	66,667

** Will get matured in October 2023 & March 2024 based on the Fair Market value price.*

The perquisites and allowances, as aforesaid, may include, as per Company policy, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- ii. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Udai Singh, as may be determined by the Board and / or the NRC of the Board, shall be in addition to the remuneration under (a) above.
- iii. It is clarified that any stock options (from Company or under group policy) granted / to be granted to Mr. Udai Singh, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- iv. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips and other expenses on Company's business shall be reimbursed at actuals and not considered as perquisites.
- v. Retiral Benefits: The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Other Key Terms:

- i. Tenure of Appointment: Mr. Singh is appointed as the MD & CEO of the Company for a period of 3 (three) years commencing from September 15, 2023 up to September 14, 2026 subject to the approval of Members.
- ii. Notice Period: The office of the MD & CEO may be terminated by the Company or by him by giving notice as per Company Policy.
- iii. Insurance: Insurance will be covered under the Company's insurance scheme as obtained for the Directors and Officers of the Company.
- iv. Employee Benefits: During the term of employment, the MD & CEO is entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other employees of the Company.
- v. Disentitlements: The MD & CEO shall not be entitled to any sitting fees and/ or commission for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

General Terms of Appointment:

- i. As the MD & CEO, Mr. Udai Singh will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
- ii. The MD & CEO shall, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company and the functions of the MD & CEO will be under the overall authority of the Board of Directors.
- iii. Subject to the superintendence, control and direction of the Board, MD & CEO shall have the general control of the business of the Company and be vested with the Management and day to day affairs of

the Company and shall have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.

iv. The MD & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act regarding duties of directors.

v. The MD & CEO shall adhere to the Company's Trust Charter - Code of Conduct.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Udai Singh along with the terms of remuneration, requires approval of the Members by way of Ordinary Resolution.

The Company has received all statutory disclosures/ declarations from Mr. Udai Singh with respect to his appointment including,

(a) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014;

(b) declaration in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, and

(c) confirmation that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

If at any time the MD & CEO ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD & CEO.

The terms as set out in the resolution and the statement under Section 102 of the Act may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Singh under Section 190 of the Act.

Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Copy of the resolution and statement setting out the terms and conditions of Mr. Singh's appointment would be available for inspection by the Members electronically till the last date of e-voting on the Postal Ballot.

Save and except Mr. Udai Singh, being appointee, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 1 of this Notice for the approval of the Members.

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

-Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

Membership No: ACS 19326

Date: November 7, 2023

Place: Gurugram

Regd. Office: Milestone 87,

Vadodara-Halol Highway,

Village Kotambi, Post Office Jarod,

Vadodara 391 510, Gujarat

Annexure I to this Notice

Information of Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, as on the date of this Notice:

Name of Directors/ Particulars	Mr. Udai Singh
Director Identification Number (DIN)	10311583
Date of Birth (Age in years)	July 28, 1969 (54 years)
Date of Appointment	September 15, 2023
Brief Profile	As detailed above in the statement under Section 102 of the Act.
Expertise in specific functional Areas	Sales, Marketing, Projects & Contract management, and Manufacturing operations.
Qualifications	Bachelor's degree in electrical engineering from IIT Varanasi and undertaken various leadership programs at Ross Business school & INSEAD.
Experience	32 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the resolution and statement under Section 102 of the Act.
Remuneration sought to be paid/ last drawn	
Remuneration last drawn	None
Number of Meetings of Board attended (since appointment as on date of this notice)	1 (One)
Shareholding in the Company including shareholding as a beneficial owner	500 (Five Hundred) equity shares
Relationship with Directors, Managers and Key Managerial Personnel	There is no relationship with other Directors on the Board and Key Managerial Personnel.
Directorship held in other companies in India	None
Listed companies and the membership of Committees of the board along with listed entities from which resigned in the past three years	None
Membership/ Chairmanship of Committees in other companies in India	None

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

-Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

Membership No: ACS 19326

Date: November 7, 2023

Place: Gurugram

Regd. Office: Milestone 87,

Vadodara-Halol Highway,

Village Kotambi, Post Office Jarod,

Vadodara 391 510, Gujarat