

SEIL/Sec./SE/2025-26/60

November 11, 2025

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") - Postal Ballot Notice dated November 7, 2025

Dear Sir/Madam,

In continuation to our letter no. SEIL/Sec./SE/2025-26/56 dated November 7, 2025, informing about the decision of the Board of Directors to conduct the Postal Ballot process and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated November 7, 2025 ("**Postal Ballot Notice**"), seeking approval of the Members on the following matters, only by way of remote electronic voting ("**e-voting**"):

S. No.	Description of Resolutions
Special Resolutions	
1	Appointment of Dr. Shalini Sarin (DIN: 06604529) as Non-Executive Independent Director
2	Appointment of Mr. Sundaram Damodarannair (DIN: 00016304) as Non-Executive Independent Director as an Independent Director
Ordinary Resolution	
3	Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

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 in 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 (RTA), as on **Friday, November 7, 2025 ("Cut-off Date")**. Additionally, the Company has made necessary arrangements with its RTA, viz. CB Management Services (P) Limited, to enable the Members to register their e-mail addresses.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide electronic voting (e-voting) facility to its Members on the Postal Ballot.

The e-voting details for Postal Ballot are as under:

Particulars	Notes
e-Voting start time and date	Wednesday, November 12, 2025 [09.00 A.M. (IST)]
e-Voting end time and date	Thursday, December 11, 2025 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Thursday, December 11, 2025

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

The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date.

You may further note that the Board has appointed Mr. Kapil Dev Taneja, Partner, Company Secretaries, (CP No.: 22944 / Mem. No. F4019), failing him Mr. Sujeet Kumar, Partner of M/s. Sanjay Grover & 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 Monday, December 15, 2025.

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**

(Sumit Goel)
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

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"**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for conducting postal ballot through e-voting vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 03/2025 dated September 22, 2025, (**"MCA Circulars"**), Secretarial Standards 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 for approval of the Members of Schneider Electric Infrastructure Limited (**"the Company"**) through postal ballot (the **"Postal Ballot"**) by way of remote e-voting (**"e-voting"**) process only i.e., by casting votes electronically instead of submitting postal ballot forms.

The proposed resolutions along with its Explanatory Statement(s) in terms of the provisions of Sections 102 and 110 of the Act, 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.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by the Company only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) (**"DPs"**) / Registrar and Share Transfer Agent (**"RTA"**) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, November 7, 2025 ("Cut-off Date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only. The details of the procedure for casting vote forms part of the 'Notes and Instructions' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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 its RTA, viz. CB Management Service Private Limited 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. Kapil Dev Taneja, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, (CP No.: 22944 / Mem. No. F4019), failing him Mr. Sujeet Kumar, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, (CP No.: 22684 / Mem. No. F12562), as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.

The remote e-voting period shall commence at 9.00 a. m. (IST) on Wednesday, November 12, 2025, and shall end at 5.00 p.m. (IST) on Thursday, December 11, 2025. 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 Thursday, December 11, 2025.. 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 authorized by the Chairperson in writing, and the result of the voting by Postal Ballot will be declared and announced within the stipulated timelines, at the corporate office of the Company and will also be displayed on the website of the Company <https://infra-in.se.com/> and website of NSDL at <https://www.evoting.nsdl.com/>, besides being communicated to the Stock Exchanges i.e. BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed and to the RTA. In addition, the results will also be displayed on the notice board at the Company's Registered Office..

The last date of e-voting i.e., Thursday, December 11, 2025, 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 of the Company.

SPECIAL BUSINESSES:

1. Appointment of Dr. Shalini Sarin (DIN: 06604529) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and Board of Directors, Dr. Shalini Sarin (DIN: 06604529), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company by the Board of Directors, with effect from October 24, 2025 in terms of Section 161(1) of the Act and who has given her consent to act as a Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time, Dr. Shalini Sarin (DIN: 06604529), who has submitted a declaration that she meets the criteria for independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from October 24, 2025, to October 23, 2028 (both days inclusive).

RESOLVED FURTHER THAT Dr. Shalini Sarin shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof and remuneration by way of commission, as permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

2. Appointment of Mr. Sundaram Damodarannair (DIN: 00016304) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Sundaram Damodarannair (DIN: 00016304), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company by the Board of Directors, with effect from October 24, 2025 in terms of Section 161(1) of the Act and who has given his consent to act as a Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended from time to time, Mr. Sundaram Damodarannair (DIN: 00016304), who has submitted a declaration that he meets the criteria for independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years on the Board of the Company commencing from October 24, 2025, to October 23, 2028 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval of the Members be and is hereby accorded for continuation of directorship of Mr. Sundaram Damodarannair (DIN: 00016304) as an Independent Director on the Board after he attains the age of 75 years.

RESOLVED FURTHER THAT Mr. Sundaram Damodarannair shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof and remuneration by way of commission, as permissible under the Act.

RESOLVED FURTHER THAT Board of Directors of the Company be and are authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

3. Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

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

“**RESOLVED THAT** in supersession to the resolution passed by the Members of the Company in 13th (Thirteenth) Annual General Meeting held on September 14, 2023 and pursuant to the provisions of

Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), as amended from time to time and the rules made thereunder, Regulation 17(6) of 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), and in accordance with provision of the Articles of Association of the Company, and basis the recommendation of the Nomination & Remuneration Committee, and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of annual commission of INR 10,00,000/- (Rupees Ten Lakhs only) per annum , to each of the Non-Executive Independent Directors of the Company, commencing from November 7, 2025, on such terms and conditions as the Board and/or a Committee thereof, may determine from time to time, provided that the aggregate commission paid to all Non-Executive Directors of the Company shall not exceed, 1% (one per cent) per annum of the net profits of the Company as computed in the manner laid down in section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Non-Executive Independent Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (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) to determine the manner of payment and to do all such acts, deeds, matters and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

-Sd/-

Sumit Goel

Company Secretary & Compliance Officer

Membership No: FCS 6661

Date: November 7, 2025

Place: Gurugram

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

Notes and Instructions:

1. The Explanatory Statement, pursuant to Section 102 and 110 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 and forms part of this Notice.
2. In line with the MCA Circulars, 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, November 7, 2025 (“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.
3. 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/> the website of BSE Limited (‘BSE’) at www.bseindia.com and National Stock Exchange of India Limited (‘NSE’) at www.nseindia.com, on which the equity shares of the Company are listed and the website of the e-voting agency NSDL at www.evoting.nsdl.com for download.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to the Company Secretary at company.secretary@schneider-electric.com or Company’s Registrar and Share Transfer Agent (“**RTA**”) at ranu.deytalukdar@in.mpms.mufg.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. 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 ranu.deytalukdar@in.mpms.mufg.com.
8. 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.
9. The Scrutinizer shall, after the conclusion of the e-voting on Thursday, December 11, 2025 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 favor or against, if any and shall submit the same to the Chairperson or to any person authorized 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., Thursday, December 11, 2025. The result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the website of the Company at <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.

10. The decision, as declared by the Chairperson or any person authorized by the Chairperson in writing, in consultation with the Scrutinizer on the validity of the vote, cast through remote e-voting, shall be considered as final. A Member shall note that once the vote on a resolution has been cast by the member, whether partially or otherwise, by the remote e-voting process, they shall not be allowed to change it subsequently or cast a vote again.
11. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars, post completion of Postal Ballot Notice through email, an advertisement shall be published in one English national daily newspaper circulating throughout India (in the English language) and one regional daily newspaper, where the Registered Office of the Company is situated and will be made available on the website of Company at <https://infra-in.se.com/en/>.
12. In this Notice and the statement of material facts, the term "Shareholder(s)" and "Member(s)" are used interchangeably.
13. 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.com or to Mr. Sumit Goel, Company Secretary and Compliance Officer at e-mail ID company.secretary@schneider-electric.com.
14. Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Friday, November 7, 2025
Voting start time and date	Wednesday, November 12, 2025 [09.00 A.M. (IST)]
Voting end time and date	Thursday, December 11, 2025 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Thursday, December 11, 2025
Name, address, and contact details of Registrar and Share Transfer Agent.	CB Management Services (P) Limited Redg. Office: C – 101 1 st Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400083 Corporate Office: Rasoi Court 5 th floor 20, Sir R N Mukherjee Road, Kolkata – 700001 Contact : +91 033 4011 6700/ 2280 6692/ 2282 3643/ 2287 0263 E-mail : ranu.deytalukdar@in.mpms.mufg.com
Name, address, and contact details of the e-voting service provider	National Securities Depository Limited Please refer Note No. 13 for contact details.
NSDL e-voting website address	www.evoting.nsdl.com

15. Appeal and Information to Shareholders:

- ✓ E-mail Registration: The members are requested to register their e-mail addresses as detailed in this Notice;

- ✓ 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?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.
- ✓ Pursuant to the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, all shareholders are hereby informed that a special window is being opened for a period of six (06) months from July 07, 2025 till January 06, 2026 to facilitate re-lodgment of Transfer Requests of Physical Shares that were lodged prior to deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. It is further informed that all shares re-lodged during this window shall be processed only in demat mode and due process shall be followed for such transfer-cum-demat requests. Eligible Investors may submit their re-lodgment requests along with the requisite documents to the Company and/or to RTA within the above-mentioned timeline.
- ✓ The Government of India is observing **Vigilance Awareness Week 2025 (VAW 2025)** as part of its ongoing initiative to promote integrity, transparency, and accountability in all spheres of public and corporate governance. In alignment with this initiative, the Company is encouraging all its stakeholders to participate by taking the **e-pledge** hosted by the **Central Vigilance Commission (CVC)** at <https://pledge.cvc.nic.in/>. The said link is also posted on the Company’s website at <https://infra-in.se.com>.

16. 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 Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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

	<p>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.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p>

	<p>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.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
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.com or call at 022 - 4886 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. 1800-21-09911

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.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.

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL evoting@nsdl.com.

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
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. 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 to procure user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and subject to approval of the Members of the Company, have appointed Dr. Shalini Sarin as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from October 24, 2025, not liable to retire by rotation.

The Members may further note that the approval of the shareholders for Dr. Sarin's appointment is being obtained through Postal Ballot, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("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 in terms of Section 160(1) of the Companies Act, 2013 ("Act") received a notice from a member proposing the candidature of Dr. Sarin for the office of independent director.

The Company has also received all statutory disclosures and declarations from Dr. Sarin including, (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) certificate of Independence declaring she meets the criteria of independence as provided in the Act and the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulation, Dr. Shalini Sarin has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Sarin has also confirmed that she is not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority..

In the opinion of the Board of Directors, Dr. Sarin fulfils the conditions specified in the Act and relevant rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for her appointment as a Non-Executive Independent Director of the Company and that she is independent of the management.

Brief profile of Dr. Shalini Sarin is furnished below and is also available on the website of the company at <https://infra-in.se.com/en/investor/>.

Dr. Shalini Sarin has an impressive track record in human resources, sustainable business practices, and leadership development. She has served as the global CHRO for Philips Professional Lighting and CHRO for Schneider Electric South Asia.

She currently serves on the boards of Linde, Kirloskar Oil Engines, and Kirloskar Ferrous, and is on the Supervisory Board of Nagarro GmbH. Dr. Sarin is also a trustee at Plaksha University and on the Advisory Committee of the Climate Group. She also holds office of Independent Director in one of the Schneider Group entities, viz. Schneider Electric India Private Limited.

She holds a Doctorate in Organization Behaviour and Culture, a Masters in Sociology, and in Human Resource Management.

In the opinion of the Board, Ms. Sarin fulfills the conditions for appointment as an Independent Director and is independent of the management. Considering her vast experience, knowledge, and expertise, the Board recommends her appointment as an Independent Woman Director of the Company.

A copy of draft letter for appointment along with form DIR -2 and other related appointment documents of Dr. Sarin as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members electronically.

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

Save and except Dr. Sarin, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors accordingly recommends the Resolution set out at Item No. 1 of the Notice for the approval of the Members, of the Company, as a Special Resolution.

Item No. 2

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee and subject to approval of the Members of the Company, have appointed Mr. Sundaram Damodarannair as an Additional Director in the capacity of Non-Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from October 24, 2025, not liable to retire by rotation.

The Members may further note that the approval of the shareholders for Mr. D. Sundaram's appointment is being obtained through Postal Ballot, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("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 Members may further note that pursuant to the provisions of Regulation 17(1A) of Listing Regulations, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Since Mr. D. Sundaram will be completing the age of 75 years on April 16, 2028, during the continuation of his term as Independent Director on Board, therefore, his continuation thereafter shall also require approval of the shareholders by way of Special Resolution.

Your Board believes that given the knowledge and experience of Mr. D. Sundaram, his induction on the Board will be in the interest of the Company and will support in broadening the overall expertise of the Board and his association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ("Act") received a notice from a member proposing the candidature of Mr. D. Sundaram for the office of independent director. The Company has also received all statutory disclosures and declarations from Mr. D. Sundaram including, (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) certificate of Independence declaring he meets the criteria of independence as provided in the Act and the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulation, Mr. D. Sundaram has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. D. Sundaram has also confirmed that he is not debarred

from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

In the opinion of the Board of Directors, Mr. D. Sundaram fulfils the conditions specified in the Act and relevant rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and that he is independent of the management.

A copy of draft letter for appointment along with form DIR -2 and other related appointment documents of Mr. D. Sundaram as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members electronically.

Brief profile of Mr. D. Sundaram is furnished below and is also available on the website of the company at <https://infra-in.se.com/en/investor/>.

Mr. D. Sundaram brings with him a wealth of experience in corporate finance, business performance, mergers and acquisitions, governance, and strategy. His illustrious career began at Hindustan Unilever Limited (HUL) in 1975. He has held significant roles, including serving as the Chief Finance Officer of HUL from 1999 to 2008 and as Vice Chairman and CFO until 2009. He is a two-time recipient of the "CFO of the Year for FMCG Sector" award by CNBC TV18 and was recognized as the Best Independent Director in 2019 by the Asian Centre for Corporate Governance and Sustainability.

His current directorships include Crompton Greaves, Infosys Limited, Zurich Kotak General Insurance Company, and Credila Financial Services Limited etc. He also holds office of Independent Director in one of the Schneider Group entities, viz. Schneider Electric India Private Limited, Additionally, he is involved with KREA University and the Institute of Financial Management and Research, Chennai.

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

Save and except Mr. D. Sundaram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the accompanying Notice.

The Board of Directors accordingly recommends the Resolution set out at Item No. 2 of the Notice for the approval of the Members of the Company, as a Special Resolution.

Item No. 3

The shareholders at the 13th Annual General Meeting held on September 14, 2023, approved the payment of remuneration of INR 5,00,000 ((Rupees Five Lakhs only) by way of commission to Non-Executive Independent Directors of the Company in line with the Remuneration Policy of the Company.

It may be noted that the Independent Directors have been devoting considerable time and effort in effectively discharging their responsibilities and making significant contributions towards the overall performance and progress of the Company. Considering their increased involvement, time commitment, and valuable contribution towards strategic oversight and governance in alignment with the Company's vision, as well as the evolving and more stringent corporate governance norms, it has become important to provide them with appropriate remuneration that reflects the expertise and value they bring to the Board.

The Company's Non-Executive Independent Directors are seasoned professionals with extensive expertise and rich experience across diverse functional areas such as business strategy, business development, corporate governance, finance and taxation, and risk management, among others. Their insights and independent judgment bring diversity and balance to the Board's decision-making process.

The role played by the Independent Directors in guiding the Company's governance framework and strategic direction is vital for ensuring its sustainable growth and long-term success.

In light of the above factors, based on recommendation of the Nomination and Remuneration Committee, your Board has proposed a revision in the remuneration payable to Non-Executive Independent Directors of the Company, proposing a commission upto INR 10,00,000/- (Rupees Ten Lakhs only) each per financial year, be paid to the Non-Executive Independent Directors of the Company, provided that the aggregate commission paid to all Non-Executive Directors of the Company shall not exceed, 1% (one per cent) per annum of the net profits of the Company computed in accordance with Section 198 of the Act.

This remuneration referred above shall be over and above to the sitting fees payable to the Independent Directors for attending the meetings of Board or Committee thereof, or for any other purpose whatsoever as may be decided by the Board, and in addition to the reimbursement of expenses for participation in the Board and other meetings.

Save and except the Non-Executive Independent Directors, to the extent of the remuneration received by them, none of the Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution as set out in Item No. 3 of the Notice, for approval of the Members of the Company as an Ordinary Resolution.

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

-Sd/-

Sumit Goel

Company Secretary & Compliance Officer

Membership No: FCS 6661

Date: November 7, 2025

Place: Gurugram

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

Annexure- I to the Notice

Information of Directors seeking appointment and remuneration through Postal Ballot of the Company in accordance with Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and Secretarial Standards – II, issued by the Institute of Company Secretaries of India and other relevant details, as on the date of Notice is appended below:

Name of Directors/ Particulars	Dr. Shalini Sarin	Mr. Sundaram Damodarannair
Director Identification Number (DIN)	06604529	00016304
Date of Birth (Age in years)	June 15, 1965 (60 years)	April 16, 1953 (72 years)
Date of Appointment	October 24, 2025	October 24, 2025
Brief resume	As detailed in the explanatory statement above	
Skills & capabilities and manner to meet such requirements/ Background details/ Nature of expertise in specific functional area/ Job profile	Dr. Sarin has vast experience in field of Human Resource, Sustainable Business Practices, and Leadership Development, Corporate Strategy, etc.	Mr. D. Sundaram's experience spans across in field of corporate strategy, leadership, financial performance, corporate governance, risk management, etc.
Qualifications	B.Sc., (University of Bombay), Doctorate in Organization Behaviour and Culture, Masters in Sociology, and in Human Resource Management.	Post-graduate in Management Studies (MMS), Fellow of the Institute of Cost Accountants, and had also done Harvard Business School's Advanced Management Program (AMP).
Experience	34 years +	50 years +
Terms and Conditions of appointment	Non - Executive Independent Director liable to retire by rotation	Non - Executive Independent Director liable to retire by rotation
Remuneration sought to be paid/ last drawn	Eligible for payment of sitting fees for attending meetings of the Board of Directors and Committee thereof as may be decided by the Board of Directors within the prescribed limits under the provisions of Companies Act, 2013 ("Act"), remuneration by way of commission as detailed above within the limits stipulated under Section 197 of the Act and reimbursement of expenses for participating in the Board and other meetings.	
Number of Meetings of Board held/ attended during the year	5/1*	5/1*

Name of Directors/ Particulars	Dr. Shalini Sarin	Mr. Sundaram Damodarannair
List of Companies in which Directorship is held	1) Polyplex Corporation Limited 2) Schneider Electric India Private Limited 3) Sagility Limited 4) Linde India Limited 5) Kirloskar Ferrous Industries Ltd 6) Elektromobilitat India Private Limited 7) Telenergy Technologies Private Limited 8) ISMT Limited 9) Kirloskar Oil Engines Limited	1) TVS Capital Funds Private Limited 2) Crompton Greaves Consumer Electricals Limited 3) Infosys Limited 4) Schneider Electric India Private Limited 5) Credila Financial Services Limited 6) Zurich Kotak General Insurance Company (India) Limited
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Membership/ Chairmanship of Committees in other companies in India	<p>1) Polyplex Corporation Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – member • Nomination & Remuneration Committee – Chairperson • Stakeholder/ Investors Relationship Committee – Member <p>2) Schneider Electric India Private Limited</p> <ul style="list-style-type: none"> • ESG & CSR – Chairperson • Nomination & Remuneration Committee - Member <p>3) Sagility Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee – Member • CSR & Sustainability Committee - Chairperson <p>4) Linde India Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member 	<p>1) Crompton Greaves Consumer Electricals Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Member • Stakeholder Relationship Committee – Chairperson • Corporate Social Responsibility Committee – member • Risk Management Committee – Member <p>2) Infosys Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders Relationship committee - Member • Risk Management committee – Chairperson • Nomination and Remuneration committee -Chairperson • Cybersecurity risk sub-committee – Member <p>3) Schneider Electric India Private Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairperson

Name of Directors/ Particulars	Dr. Shalini Sarin	Mr. Sundaram Damodarannair
	<ul style="list-style-type: none"> • Stakeholders' Relationship Committee – Chairperson • Corporate Social Responsibility Committee- Chairperson <p>5) Kirloskar Ferrous Industries Ltd</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Chairperson • Corporate Social Responsibility Committee - Member <p>6) Kirloskar Oil Engines Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Risk Management Committee – Member 	<p>4) Credila Financial Services Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholder Relationship Committee – Member • Nomination & Remuneration Committee: Member • Risk Management Committee: Member <p>5) Zurich Kotak General Insurance Company (India) Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairperson • Nomination & Remuneration Committee: Member • Risk Management Committee: Member
Names of listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> 1) Automotive Axles Limited 2) Meritor HVS (India) Limited 3) RSB Transmissions (I) Ltd 	<ol style="list-style-type: none"> 1) GlaxoSmithKline Pharmaceuticals Limited 2) ACC Limited 3) SBI General Insurance Company Limited

** Dr. Shalini Sarin and Mr. D. Sundaram were appointed on Board of Directors w.e.f. October 24, 2025, and hence, they attended only 1 (one) Board Meeting, after their respective appointments.*