

SEIL/Sec./SE/2025-26/04

April 16, 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 April 11, 2025

Dear Sir/Madam,

In continuation to our letter no. SEIL/Sec./SE/2025-26/03 dated April 11 2025, and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated April 11, 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	To approve re-appointment of Mr. Pravin Purang (DIN: 02533080) as an Independent Director for second and final term of three (3) years; and
2	To approve payment of remuneration by way of commission to Mr. Anil Chaudhry (DIN: 03213517), Non-Executive Director of the Company.

Further, Calendar of Events for Postal Ballot are as under:

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Friday, April 4, 2025
Voting start time and date	Thursday, April 17, 2025, 09.00 A.M. (IST)]
Voting end time and date	Friday, May 16, 2025 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Friday, May 16, 2025
Result of Postal Ballot	within two working days from the date of end of remote e voting period

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, April 4, 2025**. The Company has also made arrangements for those members who have not yet registered their e-mail address, to get the same registered by following the procedure prescribed in the Postal Ballot Notice.

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

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

has made necessary arrangements with CB Management Services (P) Limited, Registrar and Share Transfer Agent (RTA) to enable the Members to register their e-mail addresses.

The e-voting for Postal Ballot commences on **Thursday, April 17, 2025 @ 09:00 a.m. (IST)** and ends on **Friday, May 16, 2025 @ 05:00 p.m. (IST)**.

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 within two working days from the date of end of remote e voting period.

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 holding general meetings/ conducting postal ballot process through e-voting vide **General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("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 to be passed through postal ballot (the **"Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process i.e., by casting votes electronically instead of submitting postal ballot forms.

The proposed resolutions along with its Explanatory Statement(s) in terms of the provisions of Section 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, Schneider Electric Infrastructure Limited (**"Company/SEIL"**) is sending the Postal Ballot Notice and e-voting instructions 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. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is 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 Section 108 and Section 110 of the Act read with the Rules, the 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 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. 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 Thursday, April 17, 2025, and shall end at 5.00 p.m. (IST) on Friday, May 16, 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 Friday, May 16, 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 two working days from the date of end of remote e-voting period, 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 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. The results will also be displayed at the Company's registered office and/or Corporate Office and on website of the Company at <https://infra-in.se.com>.

The last date of e-voting i.e., Friday, May 16, 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. To approve re-appointment of Mr. Pravin Purang (DIN: 02533080) as an Independent Director for second and final term of three (3) years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, 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) subject to Articles of Association of the Company, and on recommendation of the Nomination and Remuneration Committee, and Board of Directors and further based on the performance evaluation & confirmation of independence, Mr. Pravin Purang (DIN: 02533080) who has attained the age of 76 years and who was appointed as an Independent Director of the Company for a term of 3 (three) consecutive years commencing from May 21, 2022 to May 20, 2025 (both days inclusive) and being eligible for re-appointment as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of 3 (three) consecutive years on the Board of the Company commencing from May 21, 2025, to May 20, 2028 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Pravin Purang (DIN: 02533080), who has attained the age of 75 years, as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and considering the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to pay Commission of INR 5,00,000 (Five Lakhs only) p.a. to Mr. Purang during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Pravin Purang shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof, as permissible under Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors and/or any Committee of the Board of Directors of the Company be and are severally 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. To approve payment of remuneration by way of commission to Mr. Anil Chaudhry (DIN: 03213517), Non-Executive 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 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the “Board”), consent of the members of the Company be and is hereby accorded for payment of Commission of INR 5,00,000 (Five Lakhs only) p.a. other than sitting fees and reimbursement of expenses payable for attending meetings of the Company) to Mr. Anil Chaudhry (DIN: 03213517), Non- Executive Director of the Company, effective from April 1, 2024 on such terms and conditions as the Board and/or a Committee thereof, may determine from time to time, subject to the same not exceeding the limits as mentioned in this resolution, explanatory statement and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re - enactment(s) thereof.

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

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

-Sd/-

Sumit Goel

Company Secretary & Compliance Officer

Membership No: FCS 6661

Date: April 11, 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, April 4, 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.

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.

3. 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.
4. 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 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.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. 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.
7. 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.
8. The Scrutinizer shall, after the conclusion of the e-voting on Friday, May 16, 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., Friday, May 16, 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.nsd.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.

9. 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.
10. 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/>.
11. In this Notice and the statement of material facts, the term "Shareholder(s)" and "Member(s)" are used interchangeably.
12. 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.nsd.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.
13. Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Friday, April 4, 2025
Voting start time and date	Thursday, April 17, 2025 [09.00 A.M. (IST)]
Voting end time and date	Friday, May 16, 2025 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Friday, May 16, 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 : subhabrata@cbmsl.co
Name, address, and contact details of the e-voting service provider	National Securities Depository Limited Please refer Note No. 12 for contact details.
NSDL e-voting website address	www.evoting.nsd.com

14. 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 dematerialized form shall be effected only in dematerialized form. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer, transmission, transposition, sub-division, or consolidation. Renewal/exchange of share certificate or issuance of duplicate share certificates for shares held in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.
- ✓ To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. In addition, periodic statements of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.
- ✓ SEBI has mandated furnishing PAN and KYC details (i.e., postal address with pin code, e-mail address, mobile number, and bank account details) and nomination details by holders of securities. Effective January 1, 2022, RTA will not process any service requests or complaints from the member until the aforesaid details/ documents are provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://download.schneider-electric.com/files?penDocType=Institutional+Document&p Doc Ref=Form SH>.
- ✓ Enrollment on ODR Portal: SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, introduced a common Online Dispute Resolution (“ODR”) mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. The ODR Portal allows investors with additional mechanism to resolve the grievances. Please be informed that the Company has also enrolled itself on Smart ODR portal for shareholders to lodge grievances on ODR platform, if not satisfied with the resolution provided by the Company, RTA and SEBI Scores.

15. 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 DPs. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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

	<p>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> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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.
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

Mr. Pravin Purang was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders through a postal ballot on August 2, 2022, for a term of 3 (three) years effective from from May 21, 2022, up to May 20, 2025. Accordingly, his term of appointment concludes on May 20, 2025.

In accordance with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an independent Director requires approval from shareholders through a special resolution. Additionally, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed Company shall appoint, re-appoint, or continue the directorship of a non-executive director who has attained the age of 75 years unless a special resolution is passed for the same, with the justification provided in the explanatory statement annexed to the notice of re-appointment.

Since, Mr. Pravin Purang, Independent Director, has crossed the age of 75 years, it is necessary for the Company to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution. The Company believes that continuing Mr. Purang's directorship will be highly beneficial, as he brings not only valuable skills and expertise but also in-depth knowledge of the Company and the industry. His continued presence on the Board will contribute to the overall benefit of the stakeholders.

The Nomination and Remuneration Committee, after taking into consideration the performance evaluation of Mr. Purang during his first term of 3 (three) consecutive years and considering his knowledge, acumen, expertise, experience, and substantial contribution, has recommended to the Board his reappointment for another term of 3 (three) years. The Board is of the opinion that Mr. Purang continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have approved re-appointment of Mr. Purang as Non-Executive Independent Director of the Company, who has attained age of 76 years, not liable to retire by rotation, for a second and final term of 3 (three) consecutive years with effect from May 21, 2025 up to May 20, 2028, subject to the approval of the Members by a Special Resolution.

The brief resume of Mr. Pravin Purang is furnished below and is also available on the website of the company at <https://infra-in.se.com/en/investor/>.

"Mr. Purang holds a bachelor's degree in mechanical engineering and a master's in industrial engineering from the Indian Institute of Technology, New Delhi.

Mr. Purang is a competency assessment expert in the corporate sector and has assessed more than 500 senior professionals in India and abroad (in companies viz. Vedanta, Tisco Mahindra & Mahindra, John Keel company, Brandix, Hamas).

He has been the Managing Director of Royal Enfield Motors and Eicher Limited and has also been a Director on Board of Eicher Consultancy Services. He has contributed to the development of SMEs, while enhancing the Indian Industries Global Competitive Positioning.

Mr. Purang had been the Management Advisor to Jindal steel & Power Ltd for over 10 years and was also Heading group Procurement of the company. Apart from leading a very successful career in the Corporate sector, Mr. Purang has been actively associated with academics for more than 35 years, starting his teaching pursuit as visiting faculty to University of Bombay teaching postgraduate classes in Management subjects. Mr. Purang has been the Chancellor of OPJIT Engineering College.

Mr. Purang has also written and contributed a section in The General Studies Manual for the UPSC Civil Services examination, on "General Mental Ability", published by Tata McGraw Hill publications. He did Thesis on "Inventory Control of items having erratic Demand Pattern" for Indian Airlines –spare parts of aircrafts which was accepted for presentation in "World Congress on Productivity Sciences" and was later published.

Amongst many other awards and recognitions, Mr. Purang has been conferred the Excellence Award for Outstanding Contribution to Procurement & SCM Function at the Annual Event, National Convention 2015, Indian Institute of Materials Management (IIMM). The Indian Institute of Technology, New Delhi Alumni Association has conferred on him its prestigious "Outstanding Contribution Award" in the Category of "Entrepreneurship, Innovation, Technology and Corporate Governance" for the year 2019."

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pravin Purang for the office of Independent Director of the Company. The Company has also received all statutory disclosures and declarations from Mr. Purang 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 Regulations, Mr. Purang 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. He has further 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.

Mr. Purang does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board of Directors, Mr. Purang fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and Mr. Purang is independent of the management of the Company.

Details pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, Secretarial Standards issued by the Institute of Company Secretaries of India and other relevant details, is attached as **Annexure - I**.

A copy of draft letter for appointment of Mr. Purang as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members electronically.

Save and except Mr. Purang, being an appointee and his relatives, 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 this Notice.

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

Item No. 2

Mr. Anil Chaudhry is a Non-Executive Director of the Company and has been actively contributing to the deliberations and strategic decision-making of the Board. Considering his vast experience, professional expertise, and valuable contributions, it is proposed to pay him a remuneration by way of sitting fees and commission, in accordance with the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per provisions of Section 197, 198, and other applicable provisions of the Companies Act, 2013, read with the relevant rules as amended from time to time and in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (wherever applicable), a Non-Executive Director of the Company is eligible to receive remuneration by way of sitting fees and/ or commission.

It may note that the proposed remuneration shall be paid in alignment to the sitting fees and commission paid to Independent Directors of the Company.

If the Company has no profits or its profits are inadequate, Mr. Anil Chaudhry, Non – executive Director, may receive remuneration by way of commission, in accordance with the provisions of Schedule V, as may be determined by the Board of Directors, from time to time.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, it is proposed to seek approval of the shareholders for the payment of remuneration to Mr. Anil Chaudhry, effective from April 1, 2024.

Details pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, Secretarial Standards issued by the Institute of Company Secretaries of India and other relevant details, is attached as **Annexure – I**.

Save and except Mr. Anil Chaudhry and his relatives, none of the Directors and Key managerial Personnels and their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

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

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

-Sd/-

Sumit Goel

**Company Secretary & Compliance Officer
Membership No: FCS 6661**

Date: April 11, 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 re-appointment/ 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	Mr. Pravin Kumar Purang	Mr. Anil Chaudhry
Director Identification Number (DIN)	02533080	03213517
Date of Birth (Age in years)	August 9, 1948 (76 years)	March 11, 1961 (64 years)
Date of Re-Appointment/ Appointment	May 21, 2025 (i.e. immediately after expiry of current term)	Appointed as the first Director of the Company effective from date of incorporation, i.e., March 12, 2011.
Brief resume	As detailed in the explanatory statement above	NA
Background details/ Nature of expertise in specific functional area/ Job profile	Materials Management, Manufacturing, Engineering, General Management	With over 40 years of experience, Mr. Anil Chaudhry has held global leadership roles across management, operations, sales, strategy, and business development, working from both Europe and India.
Qualifications	Bachelor of Technology and master's in technology (Mechanical Engineering) from IIT, Delhi	He is an engineering graduate from Thapar Institute of Engineering and Technology, Patiala. He further pursued an Executive Management Program from Harvard Business School and Stanford Business School and INSEAD.
Experience	43 years +	40 years +
Terms and Conditions of Reappointment	Covered in the above explanatory statement	Eligible to be retired by rotation
Skills & capabilities and manner to meet such requirements	Mr. Purang holds master's in technology (Mechanical Engineering) from IIT, Delhi and has vast experience in field of corporate strategy, leadership, financial performance, corporate governance, risk management, technology, collaboration, etc.	Mr. Chaudhry pursued an Executive Management Program from Harvard Business School and Stanford Business School and INSEAD. He has vast experience in field of corporate strategy, leadership, financial performance, corporate governance, risk management, sales & marketing, technology, digitalization, collaboration, etc.

Name of Directors/ Particulars	Mr. Pravin Kumar Purang	Mr. Anil Chaudhry
Remuneration sought to be paid/ last drawn	The Director was paid sitting fees for attending meetings of the Board of Directors and Committee thereof as laid out under the Companies Act 2013. He is further eligible to receive a commission fee of INR 5,00,000/- p.a.	NA
Number of Meetings of Board held/ attended during the year	6/6	4/6
List of Companies in which Directorship is held	Nil	<ol style="list-style-type: none"> 1. Azko Nobel India Limited 2. GMR Airports Limited 3. Maple Infra Invt Investment Manager Private Limited 4. Mahindra Accela Limited 5. Titan Company Limited 6. Crompton Greaves Consumer Electricals Limited 7. ACH Company, SAS France
Shareholding in Schneider Electric Infrastructure Limited (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	None	<p>Titan Company Limited</p> <ul style="list-style-type: none"> • Ethics Committee (C*) • Corporate Social Responsibility & Sustainability Committee (C*) <p>Akzo Nobel India Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee (C*) • Corporate Social Responsibility Committee • Risk Management Committee <p>Maple Infra Invt Investment Manager Private Limited</p> <ul style="list-style-type: none"> • Audit Committee

Name of Directors/ Particulars	Mr. Pravin Kumar Purang	Mr. Anil Chaudhry
		<ul style="list-style-type: none"> • Stakeholders and Relationship Committee (C*) • Invt Investment Committee
Names of listed entities from which the person has resigned in the past three years	None	None

*C denotes – Chairmanship