SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED
CIN: L31900GJ2011PLC064420
Regd. Office: Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra-391510, Gujarat, India
Phone: 02668 662000, Fax: 02668 662200, E-mail: company.secretary@schneider-electric.com
Website: www.infra.schneider-electric.com/in

Notice of Postal Ballot / Electronic Voting (e-voting)
(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution set out below is proposed to be passed by way of postal ballot / remote e-voting. Accordingly, the Resolution and the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form.

The Board of Directors has appointed Mohd Nazim Khan, Practising Company Secretary with Membership No. FCS- 6529 and Certificate of Practice No. 8245, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

A postal Ballot Form ('Form') is enclosed herewith. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer at the office of CB Management Services (P) Ltd., the Registrar and Transfer Agent (RTA) of the Company, on or before the close of working hours at 5:00 pm on 01.03.2016. Any form received after this date shall be treated as if the reply from the member of the Company has not been received.

Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman of the Company. The results of the postal Ballot would be announced by the Chairman of the Company or any other person authorized by the Chairman of the Company on Friday at 4:00 pm on 04.03.2016 at the Corporate Office of the Company at IGL Complex, Plot NO. 2B, Sector-126, Noida-201304, UP, India and at the Registered Office of the Company at Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat, India. The result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with Scrutinizer's report on the Company's website at www.infra.schneider-electric.com/in.

ITEM NO 1

INCREASE IN AUTHORIZED SHARE CAPITAL

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ***Ordinary Resolution***:

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the existing Authorized Share Capital of the Company, be and is hereby increased from Rs. 100 Crore (Rupees One Hundred Crore) consisting of 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 50,000,000 (Five Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) to Rs. 230 Crore (Rupees Two Hundred Thirty Crore) divided into 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 180,000,000 (Eighteen Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 1800,000,000 (Rupees One Hundred Eighty Crore).

RESOVLED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following Clause:

Clause V:

The Authorized Share Capital of the Company is Rs. 230 Crore (Rupees Two Hundred Thirty Crore) divided into 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 180,000,000 (Eighteen Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 1800,000,000 (Rupees One Hundred Eighty Crore).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO 2

TO OFFER, ISSUE AND ALLOT 125,000,000 8% CUMULATIVE REDEEMABLE PREFERENCE SHARES TO SCHNEIDER ELECTRIC IT BUSINESS INDIA PRIVATE LIMITED ON PREFERENTIAL BASIS

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a ***Special Resolution***:

"**RESOLVED THAT** pursuant to Sections 55, 62 and all other applicable provisions of the Companies Act, 2013, Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars and provisions of the Memorandum and Articles of Association of the Company and all other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to offer, issue and allot, 125,000,000 8% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each fully paid up, in one or more tranches on preferential basis to M/s Schneider Electric IT Business India Private Limited.

RESOLVED FURTHER THAT the disclosures as required to be made under Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 is as below:

i. the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares – Preference Shares have priority with respect to payment of dividend or repayment of capital;

ii. the participation in surplus fund – Pari-passu with equity shareholders;

iii. the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid - Preference Shares have priority over equity shares;

iv. the payment of dividend on cumulative or non-cumulative basis - Cumulative;

v. the conversion of Preference Shares into equity shares – Non convertible;

vi. the voting rights - no voting rights except as per provisions of the Companies Act, 2013; and

vii. the redemption of Preference Shares – redeemable at the option of either party within a period of 20 years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and matters flowing there from, connected with and incidental thereto, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment thereof and to resolve and settle all questions and difficulties that may arise in connection with the proposed offer, issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or Managing Director or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

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

Place: Noida
Date: 18.01.2016

Anil Rustgi
Company Secretary
FCS-2362
Address: 135, Medha Appartments,
Mayur Vihar Phase – I Extension,
Delhi 110091

Notes:

1. An Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 setting out material facts is annexed hereto.

2. The Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners on January 15, 2016.

3. Members who have registered their e-mail Ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Form. Members who have received Notice of Postal Ballot by e-mail and who wish to vote through physical form can download form from www.infra.schneider-electric.com/in or https://www.evoting.nsdl.com/. To seek duplicate form, please contact M/s C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata -700019, our Registrar and Transfer Agent.

4. In compliance with the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to all the members of the Company. NSDL will be facilitating remote e-voting to enable the members to cast their votes electronically instead of dispatching Form wherever e-mail ID is registered. Remote e-voting is optional. The instructions for Members for remote e-voting are given separately in this Notice. In case of any query pertaining to e-voting, please contact at Toll Free No. 1800-222-990 or visit the FAQ's section available at NSDL's website https://www.evoting.nsdl.com/.

5. Kindly note that the Members can opt for only one mode of voting i.e. either by physical ballot or by remote e-voting. If you are opting for remote e-voting then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and remote e-voting, then voting done by Physical Ballot shall be treated as invalid.

6. The procedure and instructions for remote e-voting are as follows:

   A. Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company/Depository Participants will receive an email from NSDL informing user ID and Password:

      1. Open email and open PDF file viz; "Schneider remote remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

      2. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

      3. Click on Shareholder – Login

      4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.

      5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

      6. Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.

7. Select "EVEN" of Schneider Electric Infrastructure Limited.

8. Now you are ready for e-voting as Cast Vote page opens.

9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

10. Upon confirmation, the message "Vote cast successfully" will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.

12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nazim@mnkassociates.com with a copy marked to evoting@nsdl.co.in

B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice, the following instruction may be noted:

1. Initial password is provided as below

EVEN (E Voting Event Number) **USER ID PASSWORD/PIN**

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

7. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 25.01.2016.

8. The voting period will start from 9:00 A.M. on Monday, February 01, 2016 and ends on the close of working hours (i.e. 5:00 P.M.) on Tuesday, 01.03.2016. The e-voting module shall also be disabled for voting thereafter. Forms received after 01.03.2016 will not be valid and, voting, whether by post or electronic means, is not allowed after 01.03.2016. Postal Ballots received after this date will be strictly treated as if the reply has not been received from the Member(s).

9. The Board of Directors has appointed Mr. Anil Rustgi, the Company Secretary of the Company, as the person responsible for the entire postal ballot process. The Scrutinizer shall submit his report to the Chairman of the Company or any other person authorized by the Chairman of the Company. The results of the postal Ballot would be announced by the Chairman of the Company or any other person authorized by the Chairman of the Company on Friday at 4:00 pm on 04.03.2016 at the Corporate Office of the Company at IGL Complex, Plot NO. 2B, Sector-126, Noida-201304, UP, India and at the Registered Office of the Company at Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510,

Gujarat, India. The resolution will be deemed to be passed on the date of the declaration of the result subject to receipt of the requisite number of votes in favour of the resolution. The result declared along with the Scrutinizer's report will be available on the website of the Company www.infra.schneider-electric.com/in and on evoting@nsdl.co.in and shall also be communicated to National Stock Exchange of India Limited, Bombay Stock Exchange and Calcutta Stock Exchange.

10. All the documents referred in the accompanying Notice and Explanatory Statement are open for inspection between 9:30 am to 11:30 am on all working days at the Registered Office of the Company i.e. Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat, India up to 01.03.2016.

Schneider Electric

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO 1:

TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL

The existing Authorized Share Capital of the Company is insufficient to meet the business needs of the Company. Therefore, it is proposed to increase the Authorized Share Capital of the Company from Rs. 100 Crore (Rupees One Hundred Crore) consisting of 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 50,000,000 (Five Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) to Rs. 230 Crore (Rupees Two Hundred Thirty Crore) divided into 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 180,000,000 (Eighteen Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 1800,000,000 (Rupees One Hundred Eighty Crore).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

ITEM NO 2:

TO OFFER, ISSUE AND ALLOT 125,000,000 8% CUMULATIVE REDEEMABLE PREFERENCE SHARES TO SCHNEIDER ELECTRIC IT BUSINESS INDIA PRIVATE LIMITED ON PREFERENTIAL BASIS

The details required as per the Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

a) the size of the issue and number of Preference Shares to be issued and nominal value of each share –

   125,000,000 8% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each, fully paid up aggregating to Rs. 125,00,00,000 (Rupees One Hundred Twenty Five Crore).

b) the nature of such shares i.e. cumulative or non - cumulative, participating or non – participating, convertible or non – convertible –

   Cumulative, Participating and Non Convertible.

c) the objectives of the issue;

   To strengthen the financial position of the Company.

d) the manner of issue of shares

Issue of 125,000,000 8% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each on preferential basis.

e) the price at which such shares are proposed to be issued;

Face value of Rs. 10 per share fully paid up.

f) the basis on which the price has been arrived at

Preference Shares are proposed to be alloted at the Face value of Rs. 10 per share fully paid up.

g) the terms of issue, including terms and rate of dividend on each share, etc.

i. Preference Shares have priority with respect to payment of dividend or repayment of capital;

ii. Pari-passu with equity shareholders;

iii. Preference Shares have priority over equity shares for the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;

iv. the payment of dividend on cumulative basis;

v. Non convertible;

vi. No voting rights would be available to the Preference Shareholders except as per provisions of the Companies Act, 2013; and

vii. 8% rate of dividend.

h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the Preference Shares are convertible, the terms of conversion;

Redeemable at the option of either party within a period of 20 years.

i) the manner and modes of redemption;

Redeemable at the option of either party within a period of 20 years.

j) the current shareholding pattern of the company;

S.No	Shareholder's Name	No. of Shares	Type of Share	Percentage
1.	**Promoter/Promoter Group**			
(a)	Energy Grid Automation Transformers and Switchgears India Private Limited	16,87,35,367	Equity	70.57 % of Equity Shareholding
		470,00,000	Preference	100 % of Preference Shareholding
(b)	Schneider Electric Singapore Pte Limited	1,05,92,659	Equity	4.43 % of Equity Shareholding
2.	**Public Holding**	5,97,76,009	Equity	25 % of Equity Shareholding

k) the expected dilution in equity share capital upon conversion of Preference Shares.

Since these are non convertible Preference Shares, it will not impact equity share capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

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

Place: Noida
Date: 18.01.2016

Anil Rustgi
Company Secretary
FCS-2362
Address: 135, Medha Appartments,
Mayur Vihar Phase – I Extension,
Delhi 110091