November 21, 2014

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
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI 400 001

Fax # 022-2272 3121/2037/2039

Code No. 534139

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001

Fax # 033-2104486/4500/2230/3020

Dear Sir,

Sub : Notice of Postal Ballot/E-Voting

In reference to the abovementioned captioned subject, please find enclosed herewith the Notice of Postal/E-voting together with Ballot form and Calendar of Events.

Further, please be informed that the dispatch of notice along with postal ballot forms and e-voting communication to the shareholders will be completed on Monday, 24 November, 2014 as per the enclosed calendar of events.

Thanking you,

Yours faithfully,
For Schneider Electric Infrastructure Limited
CIN: L31900GJ2011PLC064420

(Sameet Gambhir)
Company Secretary

Encl: As above

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

Calendar of Events -- Passing of Resolution through Postal Ballot & e-Voting

Srl	Particulars	Date	Day
1	Date of Board Resolution authorizing the officials of the company who will be responsible for the entire postal ballot process on behalf of the Company	02.11.2014	Sunday
2	Cut off Date	14.11.2014	Friday
3	Creation of EVEN/~~EVSN~~ (e-Voting Event Number)	18.11.2014	Tuesday
4	Date of uploading "Shareholding File" with NSDL for obtaining 'User-ID' and 'password' for shareholders	18.11.2014	Tuesday
5	Downloading of "Response File" (PIN Mailer)	19.11.2014	Wednesday
6	Electronic transmission of User-ID and password (by NSDL) to eligible shareholders	24.11.2014	Monday
7	Postal Ballot period	25.11.2014 to 24.12.2014	Tuesday & Wednesday
8	e-Voting to commence from	25.11.2014 (9.00 am)	Tuesday
9	e-Voting closing on	24.12.2014 (6.00 pm)	Wednesday
10	Date of declaration of results by the Company	27.12.2014	Saturday
11	Date of intimation of results of the Postal Ballot and also proceedings of Meeting to stock exchanges under *Clause 35A*	27.12.2014	Saturday
12	Display of the result along with the Scrutinizer's report in the Company's website	29.12.2014	Monday
13	Release of Advertisement in newspapers giving the result of the Postal Ballot and a copy thereof to be sent to stock exchanges in English and Vernacular	29.12.2014	Monday

SCHNEIDER ELECTRIC INFRSTRUCTURE LIMITED
CIN: L31900GJ2011PLC064420
Regd. Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi
Post Office Jarod, Vadodara- 391 510, Gujarat, India
Phone: 02668 662000 Fax: 02668 662200
Website: www.infra.schneider-electric.com/in/ e-mail: company.secretary@schneider-electric.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration and approval of the Members of the Company by means of postal ballot / e-voting under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Accordingly, the Resolution and the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr. Nesar Ahmad, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

You may give your consent or dissent either by e-voting or through physical mode to the Scrutinizer, by 24th December, 2014 before 6.00 PM (IST)

After completion of scrutiny, the Scrutinizer will submit his report to the Chairman. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board on 27th December, 2014 at the registered office of the company at Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed on the Company's website viz. www.infra.schneider-electric.com/in.

To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:-

ITEM NO.1:-

TO APPROVE TRANSACTIONS WITH RELATED PARTY

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the Securities Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the company to enter into the transactions for sale, purchase of goods and to provide / avail services to / from Schneider Electric India Private Limited, a related party, subject to a maximum aggregate transactions of Rs. 250 Crores in any financial year with the said related party.

RESOLVED FURTHER THAT the Board of Directors and/ or any of the Key Managerial Personnel of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By the order of the Board
For Schneider Electric Infrastructure Limited

Date: 2nd November, 2014
Place: Delhi

Sameet Gambhir
Company Secretary
FCS No: 4658

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of The Companies Act, 2013 is appended herein below.

2. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners / Records of Depositories as on 14th November, 2014. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose e mail addresses are not registered, physical copies of the Notice are being sent in the manner prescribed.

3. The dispatch of the Postal Ballot Notices will be completed by 24th November, 2014. The voting through Postal Ballot/ e-voting will end on 24th December, 2014. Postal Ballots received after the said date will be treated as not having been received.

4. The Members can opt for only one mode of voting, i.e either by physical ballot or by e-voting. In case any Member casts votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.

Members desire to exercise vote either by Postal Ballot Form or by e-voting are requested to carefully read the instructions printed on the reverse of the enclosed Postal Ballot Form.

1. The Board of Directors of the Company has appointed Mr. Nesar Ahmad (FCS 3360 and CP 1966), Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot paper and the votes received electronically from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company. The Scrutinizer's decision or the validity of a Postal Ballot / e-voting shall be final and binding.

2. A copy of each of the document referred to in the accompanying Explanatory Statement is open for inspection to the Members at the Registered Office of the Company between 10 A.M. to 12.00 Noon on any working day excluding Saturdays, Sundays and national holidays till the last date of receiving Postal Ballots by Scrutinizer i.e. 24th December 2014

3. The e-voting period commences on Tuesday, 25th November, 2014 (9 a.m. IST) and ends on Wednesday 24th December, 2014 (6 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 14th November 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

4. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address immediately to the Depository Participant. Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to the Company's Registrars and Transfer Agents viz., M/s C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata -700019, Telephone – 033-40116700 / 6728, Fax – 033-40116739, e-mail – rta@cbmsl.com.

5. The voting rights of Members shall be in proportion to their number of shares held by them each fully paid up in the paid up equity share capital of the Company as on 14th November, 2014.

6. The result of the postal ballot will be declared on 27th December, 2014 and communicated to the Stock Exchanges and will also be displayed on the Company's website at www.infra.schneider-electric.com/in/.

7. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders have assented to the Resolution. The result of the Postal Ballot will be declared on Saturday, 27th December 2014 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.infra.schneider-electric.com/in/ besides communicating the same to the BSE Limited, National Stock Exchange Limited and The Calcutta Stock Exchange Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1:

TO APPROVE TRANSACTIONS WITH RELATED PARTY

The Audit Committee Members and the Board of Directors of the Company in their respective meetings held on 02nd November, 2014 approved the related party transactions with Schneider Electric India Private Limited (SEIPL) for sale, purchase of goods and to provide / avail services to / from Schneider Electric India Private Limited, a related party, subject to a maximum aggregate transactions of Rs. 250 Crores in a financial year. Under the provisions of revised Clause 49 (VII) (as amended) of the Listing Agreement entered into with the stock Exchanges, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The clause further provides that all Material Related Party Transactions shall require approval of the shareholders through special resolution. Since the transactions with SEIPL as detailed below are estimated to be upto Rs. 250 crores in a financial year, which exceeds the 10% of the annual consolidated turnover of the company as per the audited financial statement as on 31st March, 2014, the transactions are required to be approved by the shareholders as Special Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms length principle.

Other details as required as per the Companies (Meetings of Board and its Powers) Rules, 2014.

1. **Name of the Related Party**

   Schneider Electric India Private Limited

2. **Name of the Director or key managerial personnel who is related, if any**

   Mr. Anil Chaudhry – Common Director
   Mr. Sugata Sircar – Common Director

3. **Nature of relationship**

   Fellow Subsidiary

4. **Nature, material terms, monetary value and particulars of the contract or arrangement;**

Nature	Particulars of the contracts and the material terms	Term of the Contracts	Monetary value
Sale, Purchase of goods, materials, equipments etc and rendering / providing / availing services including but not limited to Engineering services, manpower and support services, Software testing & Maintenance services and sharing of cots of certain common facility related services	**For Sale / Purchase of Goods, Materials, Equipments etc** On a cost plus mark-up basis: The customer shall pay to the supplier all relevant Direct and Indirect costs (Including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties) plus an appropriate mark-up up to 15% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis. On Profit Split basis: Where the buyer purchase goods, materials, equipment from the Supplier for supplying it to a Third party customer under an independent execution contract ('Project'), the Customer shall pay to the Supplier all relevant Direct and Indirect costs (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties) of manufacturing/sales/supply/purchase, plus a proportion of the total profit earned by the Customer under the Project, to be allocated on certain parameters mutually agreed to by both the Parties. On Comparable Uncontrolled Prices (CUP) basis: Where the supplier is selling the product in the market to an unrelated party customer including	The contracts with the said related party shall be in effect and shall continue unless terminated by either Party with a notice period of Three (3) month	Upto Rs. 250 cores in aggregate, in any financial year

	distributor, the Customer shall pay to the Supplier as per the published distributor price list. **For Supplying / rendering/ availing /sharing of services etc :** On a cost plus mark-up basis In consideration of the performance of services, the Recipient' shall pay to the Provider a consideration determined based on Cost plus mark up principle. Cost shall mean all direct and indirect costs incurred by Provider in fulfilling the provisions for each Project (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties). The mark-up shall be up to 16% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis. Actual cost basis (including Common services taken from third party) In case of cost sharing, total charges/cost will be shared between the parties on the basis of head count or any other methodology agreed between the parties from time to time.		

5. Any other information relevant or important for the members to take a decision on the proposed resolution.

None

The copies of the Contracts are available at the registered office of the Company for inspection by any member of the Company during business hours.

The Board recommends the above item of the notice for approval of members.

By the order of the Board
For Schneider Electric Infrastructure Limited

Date: 2nd November, 2014
Place: Delhi

Sameet Gambhir
Company Secretary
FCS No: 4658

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED
CIN: L31900GJ2011PLC064420
Regd. Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi
Post Office Jarod, Vadodara- 391 510, Gujarat, India
Phone: 02668 662000 Fax: 02668 662200
Website: www.infra.schneider-electric.com/in/ e-mail: company.secretary@schneider-electric.com

POSTAL BALLOT FORM

Serial No.:

1.	Name and registered address of the sole/ first named shareholder	:
2.	Name(s) of Joint shareholder(s)	:
3.	DP Id No./Client Id No./ Registered Folio No. * (*applicable to investors holding shares in physical form)	:
4.	No. of shares held	

5.	I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Sl. No.	Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To approve Transactions with Schneider Electric India Private Limited, a related party			

Place :	Signature of the shareholder
Date :	(must be as per specimen signature registered with the Company)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote

NOTES / INSTRUCTIONS:

PROCEDURE FOR E-VOTING:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

i. Open the e-mail and also open PDF file namely "**SEIL-PostalBallot.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com.

iii. Click on Shareholder – Login.

iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.

vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of Schneider Electric Infrastructure Limited. Now you are ready for e-voting as Cast Vote page opens.

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

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

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (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@nesarassociates.com with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) – for members and e-Voting user manual for members available at the downloads sections of http://www.evoting.nsdl.com or contact NSDL at the following Telephone no. 1800-222-990. You may also send your queries/grievances relating to e-Voting to Mr. K Mustafi, M/s. CB Management Services (P) Ltd. Tel. No. (033) 40116729, e-mail: mustafik@cbmsl.co

B. In case a Member receives physical copy of the Notice (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the instruction sheet: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

PLEASE NOTE THAT:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your user ID and password can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT FORM :

i. A Member desiring to exercise vote by Postal Ballot Form may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.

ii. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.

iii. The Postal Ballot Form should be completed and signed by the Member and in case of joint holding, the form should be completed and signed by the first named member and in his absence by the next named Member, as per the specimen signature recorded with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively.

iv. In case of shares held by institutions, companies, trusts, societies etc. (i.e. other than individuals, HUF, NRI etc.) completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorisation with the specimen signature(s) of the authorized signatory(ies), duly attested.

v. Unsigned, incomplete and incorrect Postal Ballot Form will be rejected.

vi. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on 24th December, 2014 at the address as appearing in the self-addressed

Business Reply Envelope. Postal Ballot Forms received after the above date will be treated as if reply from such Members has not been received.

vii. A Member may request for duplicate ballot form if so required from M/s. CB Management Services (P) Ltd. P22 Bondel Road, Kolkata 700019, fill in the details and send the same to the Scrutinizer as mentioned in (vi) above.

viii. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (√) in the appropriate column.

ix. There shall be one ballot for every folio/DPID & Client ID irrespective of the number of joint holders.

x. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed Business Reply Envelope.