

Notice of  
Schneider Electric Infrastructure Limited  
12<sup>th</sup> Annual General Meeting 2022

## 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: [www.schneider-infra.in](http://www.schneider-infra.in); E-mail: [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com)

**NOTICE** is hereby given that the 12<sup>th</sup> (Twelfth) Annual General Meeting (“**AGM/Meeting**”) of the Members of **Schneider Electric Infrastructure Limited (“Company”)** will be held on Wednesday, 7<sup>th</sup> day of September 2022 at 3:30 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”

2. To re-appoint Mr. Arnab Roy (DIN: 02522674), who retires by rotation and, being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Arnab Roy (DIN: 02522674), who retires by rotation at this Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 4,95,000 (Rupees Four Lakhs Ninety Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2023 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No.

000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

4. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 67 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France, and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to make modification(s), suspend, withdraw or revive the Scheme as suggested by Schneider Electric SE, France, from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person(s) who are/will be in the employment of the Company including Managing Director, Whole-Time Director(s), Executive Director(s), Non-Executive Non-Independent Director(s), Key Managerial Personnel(s) of the Company and to approve such number of shares and at such price, in such manner, during such period in one or more tranches as it may deem fit under the Scheme.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of its powers to any Committee of Directors or to any officer of the Company to give effect to this resolution and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt, whatsoever, as may arise with respect to the Scheme.”

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

Bhumika Sood

Date: August 2, 2022 **Company Secretary & Compliance Officer**  
Place: Gurugram ACS 19326

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

**Notes:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts concerning the special businesses to be transacted at the 12<sup>th</sup> AGM is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on August 2, 2022 considered that the special businesses under Item Nos. 3 & 4, being unavoidable, be transacted at this AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM) FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**
  - a. In view of the continued impact of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and May 5, 2022 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular") have permitted convening the AGM through VC/OAVM without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.
  - b. Since the AGM is being convened through VC/OAVM, the requirement of appointing proxies is dispensed with, in terms of the aforesaid MCA Circulars and SEBI Circular. However, in pursuance of Section 113 of the Act, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-Voting module in their login.
  - c. Members attending the AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - d. The deemed venue for the AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
  - e. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the AGM and facility for participating in the AGM to cast vote through e-Voting system during the AGM.
  - f. KFin Technologies Limited ("KFinTech") has been engaged to facilitate the participation of the Members in the AGM and to provide e-Voting facility (remote e-Voting and e-Voting at the AGM) for casting the votes electronically in terms of the aforesaid MCA Circulars.
  - g. The AGM to be conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM on Wednesday, September 7, 2022.
  - h. Members may note that the VC/OAVM facility provided by KFinTech, allows participation of atleast 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve principle.
  - i. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 5, 2022, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the AGM and Annual Report 2021-22 to the Members of the Company.  
  
The Members may note that the Notice of AGM and Annual Report 2021-22 is also available on the Company's website at [www.schneider-infra.in](http://www.schneider-infra.in), websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech, i.e. <https://evoting.kfintech.com>.
  - j. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. **PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:**
  - a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card,

Passport, AADHAR Card) in support of the address of the Member as registered with the Company to the email address of the Company at [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to KFintech @ at [evoting@kfintech.com](mailto:evoting@kfintech.com).

- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or RTA at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- a. Upon declaration by the Chairperson about the commencement of e-Voting at the AGM, Members shall click on the “Thumb sign” on the left bottom corner of the video screen for voting at the AGM, which will take them to the “Instapoll” page.
- b. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c. Only those Members, who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

**5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a. Members will be provided with a facility to attend the AGM through VC/OVAM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the shareholders/members login by using the remote e-Voting credentials. The link for the AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- b. Please note that the Members who do not have User ID and Password for e-Voting or who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further Members will be required to allow Camera, if any, and hence use internet with a good speed to avoid any disturbance during the Meeting.
- e. While all efforts will be made to make the VC/OAVM meeting smooth, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore

recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- f. Members who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the AGM, during the AGM, will have to visit <https://emeetings.kfintech.com/> and click on “Post your Questions” or register themselves as Speaker by clicking on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit the data. The Speaker Registration or the option for posting the questions shall be available from Sunday, September 4, 2022 from 9 a.m. (IST) till Tuesday, September 6, 2022 upto 5 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- g. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
- h. Members who need technical assistance before or during the AGM, can contact KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or helpline at 1800 309 4001 (toll free).
- i. Institutional Investors who are Members of the Company, are encouraged to attend through VC/OAVM and vote in the AGM through remote e-Voting.

**6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

- a. The remote e-Voting will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Sunday, September 4, 2022
End of remote e-Voting	Upto 5:00 p.m. (IST) on Tuesday, September 6, 2022

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFintech upon expiry of aforesaid period. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- b. Members whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday, August 31, 2022, i.e. the “Cut-off Date” shall only be entitled to avail the facility of remote e-Voting and e-Voting at the AGM. Any person who is not a Member on the Cut-off Date should treat the Notice for information purposes only.
- c. In compliance with Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting facility provided by listed companies, the individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

**Login method for e-voting:****I. Individual members (holding securities in demat mode) login through Depositories:**

NSDL	CDSL
<p>1. User already registered for IDeAS e-Services</p> <p>I. URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi/Easiest</p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi.</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> or <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>II. Select "Register Online for IDeAS".</p> <p>III. Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p>
<p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page.</p> <p>V. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.</p>

**II. Individual Members (holding securities in demat mode) login through their DP**

You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL site after successful authentication. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**III. Login method for Non-Individual Members and Members holding securities in Physical Form**

- i. Initial password is provided in the body of the email.

- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
  - iv. After entering the details appropriately, click on LOGIN.
  - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. You need to login again with the new credentials.
  - vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric Infrastructure Limited.
  - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
  - xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).
- sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [company\\_secretary@schneider-electric.com](mailto:company_secretary@schneider-electric.com). However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/ PIN for casting your vote.
- c. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall only be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
  - d. Mr. Rupesh Agarwal, Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries, (ACS 16302 and CP 5673) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - e. The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairperson or a person authorised by her, within forty eight (48) hours from the conclusion of the AGM, who shall then countersign and declare the Results of the voting forthwith.
  - f. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at [www.schneider-infra.in](http://www.schneider-infra.in) and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairperson or a person authorised by her. The Results shall also be immediately forwarded to the BSE and NSE.

## 7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS:

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- b. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of AGM and hold shares as on the Cut-off Date, can obtain the login ID and password by
  8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 1, 2022 to Wednesday, September 7, 2022 (both days inclusive).
  9. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every annual general meeting has been done away with vide notification dated May 7, 2018 issued by the MCA. Accordingly, no resolution is proposed for ratification of appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045), Statutory Auditors, who were appointed to hold office from the conclusion of the 10<sup>th</sup> AGM for a term of consecutive five years till conclusion of the 15<sup>th</sup> AGM.
  10. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the AGM.
  11. The relevant information regarding particulars of director seeking re-appointment requiring disclosure, in terms of Regulation 36 of the Listing Regulations and SS-2 issued

by the ICSI is annexed as **Annexure-I** to this Notice. The Company has received the requisite consents / declarations for re-appointment under the Act and the rules thereunder.

12. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
14. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. SEBI has recently mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 1, 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://infra.schneider-electric.co.in/supervision/images/announcements/announcementsCUR2hNA1JP.pdf>.

As per the directives of SEBI and relevant clarifications issued in this regard, the Company has issued letters through its RTA to all its physical shareholders urging them to furnish PAN, KYC and nomination details within the prescribed timelines.

**16. Appeal to Shareholders:**

**DEMAT**

Pursuant to 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 physical or dematerialised form shall be effected only in dematerialised form. Accordingly, the Company/ RTA has stopped accepting any fresh lodgment of transfer, transmission, transposition, sub-division, 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 and may contact the Company for any assistance in this regard.

**REGISTRATION OF NOMINATION AND BANK MANDATE**

Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank man date ensures the receipt of dividend and/ or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

**ELECTRONIC COMMUNICATION**

All notices, financial statements, annual report etc. can be sent to the Members electronically as notified in the Act and rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

**GENERAL REQUEST**

- At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes, if any, pertaining to name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;
  - Deal only with SEBI registered intermediaries and obtain a valid Contract Note/Confirmation Memo from the broker/sub-broker, within 24 hours of execution of the trade;
  - Do not share your demat account login and password and retain the relevant instruction slips in safe custody;
  - Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.
17. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
  18. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com).
  19. In adherence to the provisions of Section 125 of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the shares on which dividends have not been claimed and unclaimed dividend, for 7 (seven) consecutive years were transferred in favor of IEPF Authority, during the financial year 2019-2020.

The details of the unclaimed dividends and shares transferred to IEPF during the year 2019-2020 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of unclaimed shares transferred
2011-12	843,224	1,460,797
Total	843,224	1,460,797

No unclaimed dividends and shares were transferred to IEPF Authority during the financial year 2021-22.

## STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

### ITEM NO. 3

On the recommendation of Audit Committee, the Board of Directors at their Meeting held on May 21, 2022, approved the appointment of M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2022-23 at a remuneration of ₹ 4,95,000/- (Rupees Four Lakh Ninety Five Thousand Only) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice of the AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice of AGM for approval of the Members.

### ITEM NO. 4

The Members may note that Schneider Electric ("SE") at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan (WESOP) Scheme ("the Scheme") wherein employees of the SE Group have an option to subscribe to the shares of Schneider Electric SE, France ("SE France"), the ultimate holding company.

The Scheme is available worldwide for employees as part of SE Group commitment to step up and to put an even greater part of the Company in the hands of its employees to inculcate a sense of participation in the fortunes of the Company.

SE France is ultimate holding company of your Company. Accordingly, employees of the Company are also entitled to subscribe shares of SE France.

The Board of Directors of your Company in its meeting held on May 21, 2022 approved participation of employees of the Company including Directors (except Independent Directors) and Key Managerial Personnel and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Companies Act, 2013 and the rules made thereunder.

The Scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The salient features of the scheme is available for inspection by the members electronically and shall remain open during the AGM.

All the Directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the Special Resolution set out in Item No. 4 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice of AGM for the approval of the Members.

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

**Bhumika Sood**  
Company Secretary & Compliance Officer  
ACS 19326

Date: August 2, 2022  
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 Director seeking re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India, as on the date of Notice:

<b>Name of Director/Particulars</b>	<b>Mr. Arnab Roy</b>
Director Identification Number (DIN)	02522674
Date of Birth (Age in years)	August 28, 1973 (48 years)
Date of Appointment	June 16, 2020
Expertise in specific functional Areas	Finance, Accounts, Tax, Operations, Supply Chain, Human Resources and Information Technology
Qualifications	Economics Graduate and a Professional Accountant by qualification. Executive MBA from IIM-Bangalore. Certified Black Belt in Six Sigma from GE.
Experience	25 years
Terms and Conditions of Appointment/ Reappointment	Non-Executive Director
Remuneration sought to be paid/ last drawn	NA
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report.
Shareholding in Schneider Electric Infrastructure Limited	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None
Directorship held in other companies in India	<ol style="list-style-type: none"> <li>Energy Grid Automation Transformers and Switchgears India Private Limited</li> <li>Schneider Electric Systems India Private Limited</li> <li>Schneider Electric Private Limited</li> <li>Schneider Electric Solar India Private Limited</li> <li>Schneider Electric President Systems Limited</li> <li>Eurothem India Private Limited</li> <li>Spreading Happiness Indiya Foundation</li> </ol>
Membership/ Chairmanship of Committees in other companies in India	<ol style="list-style-type: none"> <li>Schneider Electric President Systems Limited <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Corporate Social Responsibility Committee</li> <li>Stakeholders Relationship Committee</li> <li>Finance Committee</li> </ul> </li> <li>Schneider Electric Private Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ul> </li> </ol>

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

**Bhumika Sood**  
Company Secretary & Compliance Officer  
ACS 19326

Date: August 2, 2022  
Place: Gurugram

**Regd. Office:** Milestone 87,  
Vadodara-Halol Highway,  
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