

Schneider Electric Infrastructure Limited

CIN: L31900GJ2011PLC064420

Registered Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat. Phone: 02668 662000, Fax: 02668 662200
www.infra.schneider-electric.com/in

(Please read the instructions printed overleaf carefully before exercising your vote)

Serial No:

1. Name of the Member including joint-holder(s), if any,
Registered with the Company (in block letters)
2. Registered Address of the Sole/First named Member
3. Folio No:

DP ID/Clent ID*
(* Applicable to Members holding shares in Dematerialized form)
4. Number of Shares held

Dear Member,

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their votes electronically ("remote e-voting") on resolutions set forth in the Notice convening the 5th Annual General Meeting to be held on Tuesday, August 11, 2015 at 11:00 a.m. The Company has engaged the Services of M/s National Securities Depository Limited (NSDL) to provide remote e-voting facility.

The remote e-voting particulars are set out below:

| EVEN (Remote Electronic Voting Event Number) | User ID | Password/PIN |
|--|----------------|---------------------|
| | | |

The remote e-voting facility will be available during the following voting period:

| Commencement of e-voting | End of remote e-voting |
|---------------------------------|----------------------------------|
| 08th August, 2015 at 9.00 a.m. | 10th August, 2015 till 5.00 p.m. |

The cut-off date (record date) for the purpose of reckoning the eligibility of a member to cast vote through remote e-voting and voting at the 5th AGM is 04th August, 2015.

This communication forms an integral part of the Notice dated 15th May, 2015 for the 5th AGM of the members of the Company to be held on Tuesday, 11th August, 2015.

By Order of the Board of Directors

Place: New Delhi
Date: 15th May, 2015

Anil Rustgi
Company Secretary

- I. The Instructions for remote e-voting are as under:
- 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 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@nesarassociates.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 and Annual Report, the following instruction may be noted:
1. Initial password is provided as below in front of this letter:
EVEN (Remote E Voting Event Number) USER ID PASSWORD/PIN
 2. Please follow all steps from instructions 2 to 12 of A above to cast vote.
- II. The facility for voting through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8th August, 2015 (9:00 am) and ends on 10th August, 2015 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 04th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 04th August, 2015 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relation@schneider-electric.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- VI. Members whose name appears in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 04th August, 2015 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or to Company's Registrar & Transfer Agents at:
CB MANAGEMENT SERVICES (P) LIMITED, P-22, BONDEL ROAD, KOLKATA- 700 019, TEL: +91 33 4011 6700(100 lines)
EMAIL: rta@cbmsl.com, Contact Person: Mr. Kashi Bhattacharya/Shankar Ghosh
- VIII. Login to the remote 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 Password" option available on the site to reset the password.
- IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 04th August, 2015.
- XII. Mr. Nesar Ahmad FCS, Company Secretary in Practice (FCS 3360 and CP 1966, Address: "Sankalp", C-227, Ground Floor, Westend Marg, Near Garden of Five Senses, Paryavaran Complex, New Delhi- 110030 (India) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.infra.schneider-electric.com/in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned stock exchanges.
- XVI. The Annual Report for the financial year 2014-15 and the Notice convening the 5th Annual General Meeting are also available at the website of the Company www.infra.schneider-electric.com/in