



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; E-mail: company.secretary@schneider-electric.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22
of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “**the Act**”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “**the Rules**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**the Listing Regulations**”), as amended, Secretarial Standard-2 (“SS-2”) read with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as “**the MCA Circular(s)**”) and pursuant to other applicable laws and regulations, to seek the approval of the members to transact the following businesses by passing Special Resolution(s) as set out hereinbelow through Postal Ballot (only through e-voting process).

The proposed Special Resolution(s) along with the Statement pursuant to Section 102 of the Act, setting out the material facts and reasons thereof are annexed hereto for your consideration.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto December 31, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided under the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the E-voting system only.

SPECIAL BUSINESSES:

Resolution No. 1:

To approve the appointment of Mr. Pravin K Purang (DIN: 02533080) as an Independent 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 149, 150, 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 the 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) and on the recommendation of the Nomination and Remuneration Committee and subject to provisions of Articles of Association of the Company, Mr. Pravin K Purang (DIN: 02533080) who was appointed as an Additional Director and Non-Executive, Independent Director of the Company by the Board of Directors, with effect from May 21, 2022 in terms of Section 161(1) of the Act, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from May 21, 2022 till May 20, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the Regulation 17(1A) of the Listing Regulations, the approval of the Members be and is hereby accorded for continuation of directorship of Mr. Pravin K Purang as an Independent Director on the Board after he attains the age of 75 years.

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 in its absolute discretion it may consider necessary, expedient and desirable to give effect to this Resolution.”

Resolution No. 2:

To approve the re-appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent 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 149, 150, 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 the 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 based on the recommendations of Nomination and Remuneration Committee and approval of Board of Directors, Ms. Namrata Kaul (DIN: 00994532) who was appointed as an Independent Director of the Company for a term of 3 (three) years up to November 5, 2022 by the shareholders and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a second and final term of 3 (three) consecutive years, effective immediately after expiry of her current term on November 5, 2022 i.e. from November 6, 2022 till November 5, 2025.

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 in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

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

-Sd/-

Bhumika Sood

**Company Secretary & Compliance Officer
Membership No: ACS 19326**

Date: June 21, 2022

Place: Gurugram

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”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, Listing Regulations and SS-2 setting out material facts and reasons for the proposed Special Resolutions is annexed hereto.
2. The Board of Directors of the Company vide its resolution passed through circulation on June 21, 2022, have appointed Mr. Rupesh Agarwal, Managing Partner (ACS 16302 and CP 5673) M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the e-voting on Postal Ballot process in accordance with law in a fair and transparent manner.
3. The Postal Ballot Notice is being sent 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, June 24, 2022, i.e. the “Cut-off Date”** in accordance with the provisions of the Act, read with rules made thereunder and MCA Circulars.

The Postal Ballot Notice will also be available under the Investor Relations section on the website of the Company www.schneider-infra.in and website of the e-voting agency, NSDL www.evoting.nsdl.com for download.

4. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with the Listing Regulations as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “**Remote e-voting**”).
5. **In view of the continued impact of COVID-19 pandemic and relaxations granted by regulatory authorities, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid**

business reply envelope to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

6. In order to facilitate shareholders to receive this Notice electronically and cast their vote electronically, the Company has made arrangement with its Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA), for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 (“Circular”). Members who intend to get their email ids registered with the Company are requested to send their request to the Company at company.secretary@schneider-electric.com or to their respective Depository Participants (DPs)/ or with the Company’s RTA at subhabrata@cbmsl.co.
7. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.
8. The e-voting period commences on Monday, **July 4, 2022 (9.00 a.m. IST)** and ends on Tuesday, **August 2, 2022 (5.00 p.m. IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off Date may cast their vote by electronic means in the manner and process set out hereinunder. Once the vote on a resolution(s) is cast by the member, **whether partially or otherwise**, the member shall not be allowed to change it subsequently **or cast the vote again**.
9. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date viz. June 24, 2022.
10. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, shall submit the same within time stipulated under extant regulations to the Chairman of the Company or any person authorised by the Chairman in writing who shall countersign the same. The result of the voting on Resolutions by Remote e-voting will be declared by the Chairman of the Company or by the person authorised by the Chairman in writing on or before **Thursday, August 4, 2022**. The aforesaid result shall be intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with Scrutinizer’s Report on the Company’s website: <http://www.schneider-infra.in> and on the website of the evoting agency: www.evoting.nsdl.com and shall also be displayed at the Registered office and/or corporate office of the Company.
11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Tuesday, August 2, 2022**.
12. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
13. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
14. 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.nsdl.com or contact Ms. Bhumika Sood, Company Secretary and Compliance Officer, e-mail ID company.secretary@schneider-electric.com.

15. All documents referred to in the Postal Ballot Notice and Statement under section 102 of the Act thereto will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to the Company Secretary at company.secretary@schneider-electric.com requesting supply of relevant documents referred in the Statement under section 102 of the Act.

16. Appeal to Shareholders:

- ✓ Email Registration: The members are requested to register their e-mail addresses with the Company's RTA to obtain faster, accurate and complete communications from the Company;
- ✓ Demat Holding: 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. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- ✓ The Securities and Exchange Board of India (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 1st 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 1st 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 the said SEBI circular and relevant clarifications issued in this regard, the letters have been issued by Company through its RTA to all its physical shareholders urging them to furnish PAN, KYC and Nomination details within the prescribed timelines.

17. 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 circular dated December 9, 2020 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 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.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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 hold 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  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"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
---	---

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 digits 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password 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 email to company.secretary@schneider-electric.com or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in
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 or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in. 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, shareholder/member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in. 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 "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password 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 to 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

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 Businesses mentioned in the Notice:

Item no. 1

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee and subject to approval of the Members of the Company, has appointed Mr. Pravin K Purang as an Additional Director in the capacity of Non-Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from May 21, 2022, not liable to retire by rotation..

The Members may further note that the approval of the shareholders for Mr. Purang's appointment is being obtained through Postal Ballot, pursuant to the provisions of Regulation 17(1C) of Listing Regulations, which mandates obtaining shareholders' approval for appointment of a Director on Board, within a time period of 3 months from the date of appointment or at next general meeting, whichever is earlier.

The Members may further note that pursuant to the provisions of Regulation 17(1A) of Listing Regulations, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Since Mr. Purang will be completing the age of 75 years on August 9, 2023, during the continuation of his term as Independent Director on Board, therefore, his continuation thereafter shall require approval of the shareholders by way of Special Resolution.

Mr. Pravin Kumar Purang holds a Bachelor's Degree in Mechanical Engineering and a Master's in industrial engineering from the Indian Institute of Technology, New Delhi. He is a Technocrat and Management Advisor to Corporate Business Houses.

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).

Mr. Purang 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.

Your Board believes that given the knowledge and experience of Mr. Purang, his induction on the Board will be in the interest of the Company and will support in broadening the overall expertise of the Board and his association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Act received a notice from a member proposing the candidature of Mr. Purang for the office of independent director. 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 Regulation, 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. Mr. Purang has also 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 and relevant rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and Mr, Purang is independent of the management. Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - II on General Meeting issued by the Institute of Company Secretaries of India, is attached as **Annexure - I**.

Save and except Mr. Purang, being an appointee, 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 the accompanying Notice.

A copy of the 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.

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

Ms. Namrata Kaul 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 members of the Company at the 10th AGM, to hold office for a term of 3 (three) years effective from November 6, 2019 up to November 5, 2022. Accordingly, her term of appointment concludes on November 5, 2022.

The Nomination and Remuneration Committee, at its meeting held on May 21, 2022, after taking into consideration the performance evaluation of Ms. Kaul during her first term of 3 (three) consecutive years and considering her knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board her reappointment for another term of 3 (three) years. The Board is of the opinion that Ms. Kaul's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail her services as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have approved the re-appointment of Ms. Kaul as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second and final term of 3 (three) consecutive years with effect from November 6, 2022 up to November 5, 2025, subject to the approval of the Members by a Special Resolution.

The Company has in terms of Section 160(1) of the Act received a notice from a member proposing the candidature of Ms. Kaul for the office of independent director. The Company has also received all statutory disclosures and declarations from Ms. Kaul 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 she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) certificate of Independence declaring she meets the criteria of independence as provided in the Act and the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulation, Ms. Kaul has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Kaul has also confirmed that she is not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

Ms. Kaul 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, Ms. Kaul 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 her re-appointment as an Independent Non-Executive Director of the Company and Ms, Kaul is independent of the management..

Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - II on General Meeting issued by the Institute of Company Secretaries of India, is attached as **Annexure - I**.

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

Save and except Ms. Kaul, being an appointee, 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. 2 of this 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 Directors
For Schneider Electric Infrastructure Limited**

Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

Membership No: ACS 19326

Date: June 21, 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(s) seeking appointment/ re-appointment 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:

Name of Directors/ Particulars	Mr. Pravin Kumar Purang	Ms. Namrata Kaul
Director Identification Number (DIN)	02533080	00994532
Date of Birth (Age in years)	August 9, 1948 (73 years)	March 15, 1964 (58 years)
Date of Appointment	May 21, 2022	November 6, 2022 (i.e. immediately after expiry of current term)
Expertise in specific functional Areas	Materials Management, Manufacturing, Engineering, General Management	Treasury, Corporate Banking, Debt Capital markets, Corporate Finance, Corporate Risk Managing, Credit, Regulatory Compliances, Building and managing large teams, Communication, Diversity and Development sector experience
Qualifications	Bachelor of Technology and Masters in Technology (Mechanical Engineering) from IIT, Delhi	Bachelor of Commerce from Lady Shri Ram College, Delhi University; Management Postgraduate from IIM Ahmedabad;
Experience	40 years	32 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and statement under Section 102 of the Act.	
Remuneration sought to be paid/ last drawn	NA	NA
Number of Meetings of Board attended during the year	NA	5
Shareholding in Schneider Electric Infrastructure Limited (including shareholding as a beneficial owner)	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Directorship held in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited 2. Fusion Micro Finance Private Limited 3. Vivriti Capital Private Limited 4. Vivriti Asset Management Private Limited

Name of Directors/ Particulars	Mr. Pravin Kumar Purang	Ms. Namrata Kaul
		5. Bhopal Smart City Development Corporation Limited 6. Prime Research & Advisory Ltd 7. Synergetics Management and Engineering Consultants Private Limited 8. Care India Solutions for Sustainable Development
Membership/ Chairmanship of Committees in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination & Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee 2. Havells India Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee • Audit Committee 3. Fusion Microfinance Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholder Relationship Committee • Nomination & Remuneration Committee • IT Committee • Risk Management Committee 4. Vivriti Capital Private Limited <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee 5. Healthium Medtech Limited <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee

Name of Directors/ Particulars	Mr. Pravin Kumar Purang	Ms. Namrata Kaul
		<p data-bbox="1036 247 1377 338">6. Bhopal Smart City Development Corporation Ltd.</p> <ul data-bbox="1060 344 1273 369" style="list-style-type: none"> <li data-bbox="1060 344 1273 369">• Audit Committee <p data-bbox="1049 436 1377 499">7. Care India Solutions for Sustainable Development</p> <ul data-bbox="1084 501 1313 527" style="list-style-type: none"> <li data-bbox="1084 501 1313 527">• Audit Committee
Names of listed entities from which the person has resigned in the past three years	None	None

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

-Sd/-

**Bhumika Sood
Company Secretary & Compliance Officer
Membership No: ACS 19326**

Date: June 21, 2022
Place: Gurugram

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