

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

Regd. Office: Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat, India

Phone: 02668 664466 /664300, **Fax:** 02668 664621, **E-mail:** company.secretary@schneider-electric.com

Website: <http://www.schneider-infra.in>

Notice of Postal Ballot

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

Read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution seeking approval of members for entering into Related Party Transaction(s) as set out below is proposed to be passed as an Ordinary Resolution, by way of Postal Ballot and electronic voting (e-voting).

The Statement under Section 102 of the Act, pertaining to the proposed transaction, setting out the material facts along with Postal Ballot Form (the "Form") is annexed for your consideration.

The Board of Directors of the Company at its meeting held on February 13, 2019, has appointed Mohd Nazim Khan (FCS- 6529), Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with law in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108 of the Act, read with Rule 20 of the Rules, is pleased to provide the members (whether holding shares in physical or dematerialised form) with the facility to exercise their right to vote on the matter as set out in the Postal Ballot Notice by electronic means. The e-voting services are provided by National Securities Depository Limited (NSDL). The e-voting period commences on Thursday, February 21, 2019 (9.00 a.m. IST) and ends on Friday, March 22, 2019 (5.00 p.m. IST). Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Form. It is pertinent to note that the member(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through physical ballot shall be treated as invalid. After you vote, the vote cannot be changed subsequently.

Members are requested to carefully read the instructions and return the form duly completed and signed in the enclosed postage prepaid, self-addressed, business reply envelope, to reach the Scrutinizer on or before the close of working hours (5.00 p.m. IST) on Friday, March 22, 2019. Please note that any Form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received the Form may apply to the Company and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of the Form(s) (physical & e-voting). The results of the Postal Ballot would be announced by Chairman or the person authorized by Chairman of the Company on or before Monday, March 25, 2019, at the Registered Office and Corporate Office of the Company. 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 NSDL. The date of declaration of results will be the date of passing of resolution.

SPECIAL BUSINESS

Material Related Party Transaction with Schneider Electric India Private Limited:

To consider and if thought fit, to approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on December 27, 2014 by

way of Postal Ballot and e-voting, and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Company's policy on Related Party Transactions, the approval of members be and is hereby accorded to the Board of Directors of the Company (which term shall include any committee of the Board) to enter into the contract(s)/ arrangement(s)/ transaction(s) for sale, purchase of goods, materials etc. and to provide / render/avail services / Cost recharge/ reimbursement to / from Schneider Electric India Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, subject to a maximum annual aggregate value of Rs. 500 Crores (Rupees Five Hundred Crores Only) in any financial year with the said related party, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee and/ or the Board of Directors be and are hereby severally authorized, with power to sub-delegate, negotiate, modify, finalize, execute and disclose the aforesaid agreements and take all steps as may be necessary in order to effectively implement and execute the transaction and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Bhumika Sood
Company Secretary and Compliance Officer
ACS: 19326
Regd. Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod, Vadodara 391 510, Gujarat

Date: February 13, 2019
Place: Gurugram

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed herein.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the members whose names appear in the Register of Members/ records of Depositories as at the close of business hours on Friday, February 15, 2019 i.e. the “cut-off date”. The Postal Ballot Notice is also being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). For those members, who have not registered their email addresses, physical copies of the Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid Business Reply Envelope is being sent. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on that date.
3. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the “Investor Relations” section on the Company’s website: www.schneider-infra.in where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, March 22, 2019. To seek duplicate form, please contact M/s C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata -700019, our Registrar and Transfer Agent.
4. In compliance with the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standards-2 issued by Institute of Company Secretaries of India on General Meetings (SS-2) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is offering remote e-voting facility to all the members of the Company. NSDL will be facilitating remote e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional. The instructions for Members for remote e-voting are given separately in this Notice.
5. The e-voting period commences on Thursday, February 21, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, March 22, 2019. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

6. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of despatch of this Postal Ballot Notice till Friday, March 22, 2019.
7. **Appeal to Shareholders:**
- Email Registration: The members are requested to register their e-mail addresses with the Company's Registrars and Transfer Agents / Depository Participant(s) to obtain faster, accurate and complete communications from the Company;
 - Demat Holding: Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
8. The resolution, if approved, shall be deemed to have been passed on the date of declaration of result.
9. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Your password details 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. The password to open the .pdf file is your 8-digit 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, your 'initial password' is communicated to you on your postal address.

5. 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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 nazim@mnkassociates.com with a copy marked to evoting@nsdl.co.in.
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 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

10. Information and instructions relating to voting through physical Postal Ballot Form

- (i) Members are requested to carefully read the instructions and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours i.e. 5:00 p.m. (IST) on Friday, March 22, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Form is permitted.
- (iii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 1:

On December 27, 2014, the shareholders of the Company through postal ballot accorded their approval to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) for sale, purchase of goods, material, equipment etc. and to provide / render / avail services / Cost recharge/ reimbursement to / from Schneider Electric India Private Limited (SEIPL), subject to maximum aggregate transactions of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) in any financial year with the said related party.

Your Company has done transactions with SEIPL during the current financial year 2018-19 (Year). The Company has supplied various product and purchased products like Relays PSS etc. in the ordinary course of business. During the year, your Company has discontinued its vision line and disposed off its assets. Your company also rendered / received various services including cost recharges. All these transactions were at arm's length price.

The current limit of Rs. 250 Crores is utilized through transactions on purchase & sales of Product ~Rs. 205 Crores and services & other items ~Rs. 45 Crores. Some of the product lines are picking up in the Company and expected growth is anticipated to be 10-15%. Further, the low Voltage (LV) business is expected to grow from Rs. 100 Crores to Rs. 250 Crores in coming years. Considering the above fact, we propose to enhance current limit from Rs. 250 Crores to Rs. 500 Crores.

Explanation to Regulation 23(1) of the Listing Regulations expressly provides that a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Considering the above facts, the aggregate value of the transaction(s) with SEIPL will exceed the said threshold limit. Hence approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with SEIPL in any financial year.

Information as per Rule 15 clause 3(ii)(a)(iii) of the Companies (Meetings of Board and its Powers) Rules, 2014

S. No.	Particulars	Information
1.	Name of the Related Party	Schneider Electric India Private Limited
2.	Name of the Director or key managerial personnel who is related, if any	Common Directors: Mr. Anil Chaudhry Mr. Sugata Sircar
3.	Nature of relationship	Fellow Subsidiary
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Attached as Annexure A
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	NA

The Audit Committee and your Board have approved the above transaction in their respective meetings held on February 13, 2019.

None of the Directors except Mr. Anil Chaudhry and Mr. Sugata Sircar, being common directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the passing of the Resolution as set out in the Item No. 1 of the Notice of the Postal Ballot as Ordinary Resolution.

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

Bhumika Sood
Company Secretary and Compliance Officer
ACS: 19326
Regd. Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod, Vadodara 391 510, Gujarat

Date: February 13, 2019

Place: Gurugram

Annexure A

Nature	Particulars of the contracts and the material terms	Term of the Contracts	Monetary value
<p>contract(s) / arrangement(s) / transaction(s) for sale, purchase of goods, materials, equipments etc. and to provide / render/ avail services / Cost recharges/ reimbursements</p>	<p><u>For Sale / Purchase of Goods, Materials, Equipment etc.</u></p> <p><u>On a cost-plus mark- up basis:</u></p> <p>The customer shall pay to the supplier all relevant direct and Indirect costs (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the parties) plus an appropriate mark-up upto 16% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis.</p> <p><u>On Profit Split basis:</u></p> <p>Where the buyer purchase goods, materials, equipment from the Supplier for supplying it to a third party customer under an independent execution contract ('Project'), the Customer shall pay to the Supplier all relevant direct and indirect costs (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the parties) of manufacturing/sales/supply/purchase, plus a proportion of the total profit earned by the customer under the Project, to be allocated on certain parameters mutually agreed to by both the Parties.</p> <p><u>On Comparable Uncontrolled Prices (CUP) basis:</u></p> <p>Where the supplier is selling the product in distributor, the customer shall pay to the Supplier as per the published distributor price list.</p> <p><u>For supplying / rendering/ availing /sharing of services etc :</u></p> <p><u>On a cost-plus mark-up basis</u></p> <p>In consideration of the performance of services, the Recipient' shall pay to the Provider a consideration determined based on Cost plus mark-up principle. Cost shall mean all direct and indirect costs incurred by Provider in fulfilling the provisions for each Project (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties). The mark-up shall be up to 16% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis.</p> <p><u>Actual cost basis (including Common services taken from third party)</u></p> <p>In case of cost sharing, total charges/cost will be shared between the parties on the basis of head count or any other methodology agreed between the parties from time to time.</p>	<p>The contracts with the said related party shall be in effect and shall continue unless terminated by either Party with a notice period of Three (3) months.</p>	<p>Up to Rs. 500 cores (Rupees Five Hundred Crores only) in aggregate, in any financial year</p>