

SEIL/Sec./SE/20-21/05

May 22, 2020

The Manager
Listing Department
Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051
Fax # 022-2659 8237/8238/8347/8348
Symbol: SCHNEIDER

The Secretary
BSE Limited National Stock
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039
Scrip Code No. 534139

Dear Sir(s),

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Further to our letter no. SEIL/Sec./SE/20-21/03 dated May 15, 2020 intimating about the approval on the Postal Ballot Notice and related matters by the Board of Directors and pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed herewith the Notice of Postal Ballot dated May 15, 2020 sent to the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners and who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents, as on Friday, May 15, 2020 ("Cut-off Date"), in terms of the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and in compliance with the General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India, for seeking their approval to increase the borrowing powers of the board and set authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, by way of Special Resolution, as set out in the said Notice.

You may further note that Mohd. Nazim Khan (FCS No. 6529 and CP No. 8245), Designated Partner of MNK and Associates LLP, Practicing Company Secretary, has been appointed by the Board of Directors as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Notice has been uploaded on the Company's website www.schneider-infra.in.

We request you to kindly take the above information on record.

Thanking you.

Yours Sincerely,
For **Schneider Electric Infrastructure Limited**

(Bhumika Sood)
Company Secretary and Compliance Officer
Encl: As above

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 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “**the Act**”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), as amended, Clause 8 and 16 of Secretarial Standard-2 (“SS-2”), General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 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 the members to seek their approval to transact the following businesses by passing special Resolution as set out hereinbelow through Postal Ballot (only through e-voting process).

The proposed Special Resolution along with the Explanatory 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 Companies Act, while they are transacting any business(es) only by postal ballot upto June 30, 2020 or till further orders, whichever is earlier, 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 thus 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 BUSINESS:

Resolution No. 1:

To Increase borrowing powers of the board and set authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard on September 25, 2014 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for borrowing money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 550 crores (Rupees Five Hundred Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 550 crores (Rupees Five Hundred Fifty Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

-Sd/-

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

Date: May 15, 2020
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 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors of the Company at its meeting held on April 29, 2020, have appointed Mohd Nazim Khan, Designated Partner of MNK and Associates LLP, Practicing Company Secretary, (FCS No. 6529 and CP No. 8245), as the Scrutinizer for conducting the 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, May 15, 2020, i.e. the "Cut-off Date"** in accordance with the provisions of the Companies Act, 2013, 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 NSDL e-voting website for download.

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with 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 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 National Securities Depository Limited (NSDL) (hereinafter referred to as "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 current extraordinary circumstances, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, 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. The e-voting period commences on **Saturday, May 23, 2020 (9.00 a.m. IST)** and ends on **Sunday, June 21, 2020 (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, being **Friday, May 15, 2020**, 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**.

8. 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.
9. The Scrutinizer will submit the results to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before **Tuesday, June 23, 2020**. 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.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Sunday, June 21, 2020**.
11. 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.
12. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
13. 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.

14. 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.

a) 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) 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) 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) 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***

5. 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’?
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-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’.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password, Click on:
7. “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com

- a. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b. 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.
 - c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 9. Now, you will have to click on “Login” button.
 10. 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 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.: 1800-222-990 or send a request 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 Business mentioned in the Notice:

Item No. 1

The members of the Company in the Annual General Meeting held on September 25, 2014 approved and authorized by way of a Special Resolution, the total amount of borrowings by the Company upto the limit of Rs. 450 Crores (Rupees Four Hundred & Fifty Crores).

As per the provisions of Section 180 (1)(c) of the Act, the Company is permitted to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserves and securities premium of the Company, only if the same is approved by the Members of the Company.

Due to the prevailing lockdown situation because of Coronavirus (COVID-19) pandemic, the cash flows of the Company are affected significantly and thus, in order to conduct its business operations smoothly and meet its working capital requirements, the Company intends to raise the additional funds through borrowings.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be provided for an amount up to Rs. 550 Crores.

Accordingly, the Audit Committee and the Board of Directors of the Company in their respective meetings held on April 29, 2020, have approved increase in the limits of borrowings and set authorization limit to secure the borrowings by the Company upto Rs. 550 Crores (Rupees Five Hundred and Fifty Crores only).

The Board of Directors, accordingly recommends the Special Resolution as per the accompanying Notice, for the approval of the Members of the Company.

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.

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

Sd/-

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: May 15, 2020
Place: Gurugram

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