



Notice of

# Schneider Electric Infrastructure Limited

11<sup>th</sup> Annual General Meeting 2021



[www.schneider-infra.in](http://www.schneider-infra.in)



## SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

Regd. Office: Milestone 87, Vadodara-Halol Highway, Village Kotambi,

Post Office Jarod, Vadodara 391 510, Gujarat

Phone: 02668 664466 / 664300, Fax: 02668 664621

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

**NOTICE** is hereby given that the 11<sup>th</sup> (Eleventh) Annual General Meeting ("**AGM/Meeting**") of the Members of **Schneider Electric Infrastructure Limited ("Company")** will be held on Tuesday, 14<sup>th</sup> day of the September 2021 at 3:30 p.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Anil Chaudhry (DIN: 03213517), who retires by rotation and, being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Chaudhry (DIN: 03213517), who retires by rotation at this Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

3. To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Non-Executive Director of the Company effective from May 1, 2021 and in this regard, pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) Mr. Amol Phatak (DIN:09149703) who was appointed as an Additional Director with effect from May 1, 2021, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Board who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director (Non-Executive) of the Company, liable to retire by rotation.

**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."

4. To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Whole-Time Director of the Company in professional capacity effective from August 12, 2021 and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Amol Phatak (DIN: 09149703) who was appointed as an Additional Director with effect from May 1, 2021 and designated as Whole-Time Director with effect from August 12, 2021, by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office up to the date of 11<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-

enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Amol Phatak (DIN: 09149703) as the Whole-Time Director for a period of 3 (three) years with effect from August 12, 2021 till August 11, 2024 in professional capacity, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Amol Phatak, the terms and conditions of appointment and/or remuneration as per the Company policy for annual assessments and increments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

5. To consider appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as Managing Director and Chief Executive Officer of the Company in professional capacity effective from May 1, 2021 and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Sanjay Sudhakaran (DIN: 00212610), who was appointed as an Additional Director and designated as Managing Director and Chief Executive Officer with effect from May 1, 2021 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of 11<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as the Managing Director and Chief Executive Officer, in professional capacity, for a period of 5 (five) years with effect from May 1, 2021 till April 30, 2026 and payment of remuneration to Mr. Sanjay Sudhakaran for a period of 3 (three) years with effect from May 1, 2021 till April 30, 2024, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Sanjay Sudhakaran, the terms and conditions of appointment and/or remuneration as per the Company policy for annual assessments and increments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2022 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified."

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

**"RESOLVED THAT** in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France, and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2021-22.

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

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

8. To consider and approve Material Related Party Transaction with Schneider Electric Sachsenwerk GmbH and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company's Policy on Related Party Transactions and all other applicable laws and regulations, the approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/ arrangement(s)/ transaction(s) for sale, purchase of goods, material etc. and rendering/ providing/availing services / Cost recharge/ reimbursement with Schneider Electric Sachsenwerk GmbH, 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 aggregate value of ₹ 2500 Million (Rupees Twenty Five Hundred Million Only) annually 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 necessary documents 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 Directors  
**For Schneider Electric Infrastructure Limited**

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

Date: August 12, 2021  
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") setting out material facts concerning the special businesses to be transacted at the 11<sup>th</sup> AGM, is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on August 12, 2021 considered that the special businesses under Item Nos. 3 to 8, being unavoidable, be transacted at the 11<sup>th</sup> Annual General Meeting ("11<sup>th</sup> AGM") of the Company.

## 2. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 11<sup>TH</sup> AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

- a. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021 respectively (collectively referred to as "SEBI Circulars"), allowed conducting of the Annual General Meeting for the year 2021 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue.

Accordingly, this 11<sup>th</sup> AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder, Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 ("the Listing Regulations"), MCA Circulars and SEBI Circulars and hence, Members can attend and participate in 11<sup>th</sup> AGM through VC/ OAVM facility being provided by the Company.

- b. In terms of the MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 11<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 11<sup>th</sup> AGM through VC/OAVM and e-Voting during the 11<sup>th</sup> AGM.
- c. Members attending the 11<sup>th</sup> AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. The deemed venue for the 11<sup>th</sup> AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
- e. KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting and for participation in the 11<sup>th</sup> AGM through VC/OAVM and e-Voting during the 11<sup>th</sup> AGM.
- f. The 11<sup>th</sup> AGM to be conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the 11<sup>th</sup> AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 11<sup>th</sup> AGM on Tuesday, September 14, 2021.
- g. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of atleast 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 11<sup>th</sup> AGM without any restriction on account of first-come-first-serve principle.
- h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the 11<sup>th</sup> AGM and facility for those Members participating in the 11<sup>th</sup> AGM to cast vote through e-Voting system during the 11<sup>th</sup> AGM.
- i. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 11<sup>th</sup> AGM along with the Annual Report 2020-21 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 13, 2021, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the 11<sup>th</sup> AGM and Annual Report 2020-21 to the Members of the Company.

In line with the MCA Circulars and SEBI Circulars, the Members may note that the Notice of 11<sup>th</sup> AGM and Annual Report 2020-21 will also be available on the Company's website at [www.schneider-infra.in](http://www.schneider-infra.in), websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Kfintech, i.e. <https://evoting.kfintech.com>.

j. Since the 11<sup>th</sup> AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

**3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:**

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 11<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company at [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to Kfintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com) or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at [subhabrata@cbmsl.co](mailto:subhabrata@cbmsl.co) or to Kfintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 11<sup>TH</sup> AGM ARE AS UNDER:**

- a. Upon declaration by the Chairman about the commencement of e-voting at 11<sup>th</sup> AGM, Members shall click on the "Thumb sign" on the left bottom corner of the video screen for voting at the 11<sup>th</sup> AGM, which will take them to the "Instapoll" page.
- b. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c. Only those Members, who will be present in the 11<sup>th</sup> AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 11<sup>th</sup> AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the 11<sup>th</sup> AGM may also participate in the 11<sup>th</sup> AGM through VC/ OAVM but shall not be entitled to cast their vote again.

**5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 11<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

- a. Members will be provided with a facility to attend the 11<sup>th</sup> AGM through video conferencing platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for 11<sup>th</sup> AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- b. Please note that the Members who do not have User ID and Password for e-Voting or who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further Members will be required to allow Camera, if any, and hence use internet with a good speed to avoid any disturbance during the Meeting.
- e. While all efforts will be made to make the VC/OAVM meeting smooth, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- f. Members, who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the 11<sup>th</sup> AGM, during the 11<sup>th</sup> AGM, will have to visit <https://emeetings.kfintech.com/> and click on "Post your Questions" or register themselves as Speaker by clicking on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Saturday, September 11, 2021 from 9 a.m. (IST) till Monday, September 13, 2021 upto 5 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 11<sup>th</sup> AGM.
- g. A video guide assisting the members attending the 11<sup>th</sup> AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
- h. Members who need technical assistance before or during the 11<sup>th</sup> AGM, can contact KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or helpline at 1800 309 4001 (toll free).
- i. Institutional Investors who are Members of the Company, are encouraged to attend through VC/AOVM Facility and vote in the 11<sup>th</sup> AGM through remote e-Voting.

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

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

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Saturday, September 11, 2021
End of remote e-Voting	Upto 5:00 p.m. (IST) on Monday, September 13, 2021

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

- b. Members whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, September 7, 2021, i.e. the "Cut-off Date" shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 11<sup>th</sup> AGM. Any person who is not a Member on the Cut-off Date should treat the Notice for information purposes only.
- c. In compliance with Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting facility provided by listed companies, the individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

Login method for e-voting:

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**I. Individual members (holding securities in demat mode) login through Depositories:**

NSDL	CDSL
<p><b>1. User already registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Select “Register Online for IDeAS”</li> <li>Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page.</li> <li>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with user id and password.</li> <li>Option will be made available to reach e-Voting page without any further authentication.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.</li> </ol>

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

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

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric Infrastructure Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-Voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).

### 7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 11<sup>th</sup> AGM and hold shares as of the Cut-off Date can obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [company.secretary@schneider-electric.com](mailto:company.secretary@schneider-electric.com). However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. Mr. Rupesh Agarwal, Managing Partner, M/s.Chandrasekaran Associates, Company Secretaries, (ACS 16302 and CP 5673) has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.