

Notice of
Schneider Electric Infrastructure Limited
Thirteenth (13th) Annual General Meeting 2023

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

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

Post Office Jarod, Vadodara 391 510, Gujarat, India

Phone: 02668 664466/664300, Fax: 02668 664621

Website: infra-in.se.com; E-mail: company.secretary@schneider-electric.com

NOTICE is hereby given that the 13th (Thirteenth) Annual General Meeting ('**AGM/Meeting**') of the Members of Schneider Electric Infrastructure Limited ('**Company**') will be held on Thursday, 14th day of September, 2023 at 3:30 p.m. (IST) through Video Conferencing ('**VC**') / Other Audio-Visual Means ('**OAVM**') to transact the following businesses:

ORDINARY BUSINESS

1. Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.

To receive, consider and adopt 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, 2023, including audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and notes forming part thereto and the Reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby received, considered and adopted."

2. Appointment of Mr. Amol Dattatraya Phatak who retires by rotation as a Director.

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

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amol Dattatraya Phatak (DIN:09149703), who retires by rotation and being eligible offers himself for re-appointment at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Material Related Party Transaction(s) between the Company and Schneider Electric IT Business India Private Limited.

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('**Listing Regulations**'), applicable provisions of Companies Act 2013 ('**the Act**'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as '**Board**') which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this

resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) with Schneider Electric IT Business India Private Limited (SEITB), a Fellow Subsidiary of the Company and a '**Related Party**' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to ₹ 600 crores (Rupees Six Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2023-24 and till the date of 14th Annual General Meeting in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEITB, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

4. Material Related Party Transaction(s) between the Company and Schneider Electric India Private Limited.

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('**Listing Regulations**'), applicable provisions of Companies Act, 2013 ('**the Act**'), if any, read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric India Private Limited (SEIPL), a Fellow Subsidiary of the Company and a '**Related Party**' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to ₹ 500 crores (Rupees Five Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2023-24 and till the date of 14th Annual General Meeting in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SEIPL, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. Material Related Party Transaction(s) between the Company and Schneider Electric Industries SAS.

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('**Listing Regulations**'), applicable provisions of Companies Act, 2013 ('**the Act**'), if any, read

with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution), the approval of Members be and is hereby accorded to the Company to enter into or continue to enter into the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with Schneider Electric Industries SAS (SE SAS), ultimate holding company of the Company and a '**Related Party**' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to ₹ 200 crores (Rupees Two Hundred Crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) during the financial year 2023-24 and till the date of 14th Annual General Meeting in the nature of:-

- a) Sale of Goods and Services, Stores and Spares;
- b) Purchase of Goods and Services, Stores and Spares; and
- c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement (residual RPTs);

on such material terms and conditions as detailed in the statement pursuant to Section 102 of the Act to this resolution, as annexed to this Notice and as may be mutually agreed between the Company and SE SAS, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Appointment of Mr. Deepak Sharma (DIN: 10059493) as a Non-Executive Director of the Company with effect from June 30, 2023.

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

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('**the Act**') as amended from time to time 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. Deepak Sharma (DIN:10059493) who was appointed as an Additional Director with effect from June 30, 2023, 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 Non-Executive Director 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."

7. Payment of remuneration by way of commission to the Non-Executive Independent Directors 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, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time and the rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with provision of the Articles of Association of the Company, and basis the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to pay an annual commission of ₹ 500,000/- (Rupees Five Lakhs only) each, or any such amount or as may be decided by the Board of Directors from time to time, to the Non-Executive Independent Directors of the Company, commencing from April 1, 2023, provided that the aggregate commission paid to all Non-Executive Directors of the Company shall not exceed, 1% (one per cent) per annum of the net profits of the Company as computed in the manner laid down in section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Non-Executive

Independent Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Nomination and remuneration Committee of the Board and any duly constituted committee empowered to exercise powers including powers conferred under this resolution) to do all such acts, deeds, matters and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

8. Ratification of Remuneration to be paid to Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24.

To consider and, 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 ₹ 4,95,000 (Rupees Four Lakhs Ninety Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2024 as recommended by the Audit Committee and approved by the Board of Directors, payable 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."

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

Bhumika Sood

Date: June 29, 2023 **Company Secretary & Compliance Officer**
Place: Gurugram ACS 19326

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 13th AGM is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on June 29, 2023 considered that the special businesses from Item Nos. 3-8, being unavoidable, be transacted at this AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**
 - a. The Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 20/2020 dated May 5, 2020 and 10/2022 December 28, 2022 respectively (collectively referred to as 'MCA Circulars') read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circular') and other relevant circulars issued by MCA or SEBI and as per provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') have permitted convening the AGM through VC/OAVM, without physical presence of Members till September 30, 2023.
 - b. Since the AGM is being convened through VC/OAVM, the requirement of appointing proxies is dispensed with, in terms of the aforesaid MCA Circulars and SEBI Circular. However, in pursuance of Section 113 of the Act, 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 Scrutinizer through email at rupesh@cacsindia.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login.
 - c. Members attending the 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 AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
 - e. 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'), Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the AGM and facility for participating in the AGM to cast vote through e-Voting system during the AGM.
 - f. KFin Technologies Limited (KFintech) has been engaged to facilitate the participation of the Members in the AGM and to provide e-Voting facility (remote e-Voting and e-Voting at the AGM) for casting the votes electronically in terms of the aforesaid MCA Circulars.
 - g. The AGM to be conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM on Thursday, September 14, 2023.
 - h. 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 AGM without any restriction on account of first-come-first-serve principle.
 - i. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 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 Registrar and Share Transfer Agents viz. CB Management Services (P) Limited ('RTA') 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 18, 2023, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the AGM and Annual Report 2022-23 to the Members of the Company.

The Members may note that the Notice of AGM and Annual Report 2022-23 is also available on the Company's website at infra-in.se.com, websites of the Stock Exchanges i.e. the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech, i.e. <https://evoting.kfintech.com>.
 - j. Since the AGM will be held through VC/OAVM, the Route Map and attendance slip 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 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 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 or RTA at subhabrata@cbmsl.co or to KFintech at 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 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 or RTA at subhabrata@cbmsl.co or to KFinTech at evoting@kfintech.com.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- a. Upon declaration by the Chairperson about the commencement of e-Voting at the AGM, Members who have not cast their vote using remote e-voting, shall click on the “Thumb sign” on the left bottom corner of the video screen for voting at the 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 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 at the AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the AGM through VC/OVAM 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 the 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 AGM, during the 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 data. The Speaker Registration or the option for posting the questions shall be available from Monday, September 11, 2023 from 9 a.m. (IST) till Wednesday, September 13, 2023 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 AGM.

- g. A video guide assisting the members attending the 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 AGM, can contact KFinTech at evoting@kfintech.com or helpline at 1800 309 4001 (toll free) or contact Mr. S V Raju, Deputy Vice President (KFinTech) at email id kranthi.perla@kfintech.com.
- i. Institutional Investors who are Members of the Company, are encouraged to attend through VC/OAVM and vote in the 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 Monday, September 11, 2023
End of remote e-Voting	Upto 5:00 p.m. (IST) on Wednesday, September 13, 2023

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 Thursday, September 7, 2023, i.e. the ‘Cut-off Date’ shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 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 DPs. 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:**I. Individual members (holding securities in demat mode) login through Depositories:**

NSDL	CDSL
1. User already registered for IDeAS e-Services I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. 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.	1. Existing user who have opted for Easi/Easiest I. URL: www.cdslindia.com . II. Click on New System Myeasi. III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp . II. Select "Register Online for IDeAS". III. Proceed with completing the required fields.	2. User not registered for Easi/Easiest I. Option to register is available at www.cdslindia.com . II. Proceed with completing the required fields.
3. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. V. 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.	3. By visiting the e-Voting website of CDSL. I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.

II. Individual Members (holding securities in demat mode) login through their DP

You can also login using the login credentials of your demat account through your DP 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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. 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).
- d. Mr. Rupesh Agarwal, Managing Partner, failing him, Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and Insta Poll through the e-Voting system during the Meeting in a fair and transparent manner and have communicated their willingness to be appointed and will be available for the said purpose.
- e. The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairperson or a person authorised by her, within two working days from the conclusion of the AGM, who shall then countersign the same and declare the Results of the voting forthwith.
- f. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at <https://infra-in.se.com/> and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairperson or a person authorised by her and shall also be displayed on the notice board at the registered office and corporate office of the Company. The Results shall also be immediately forwarded to the BSE and NSE. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

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 AGM and hold shares as on the Cut-off Date, can obtain the login ID and password by sending a request at evoting@kfintech.com or 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 shall only be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 8, 2023 to Thursday, September 14, 2023 (both days inclusive).
9. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every annual general meeting has been done away with vide notification dated May 7, 2018 issued by the MCA. Accordingly, no resolution is proposed for ratification of appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045), Statutory Auditors, who were appointed to hold office from the conclusion of the 10th AGM for a term of consecutive five years till conclusion of the 15th AGM.
10. All the relevant documents referred to in the Notice and Statement annexed thereto will be available for electronic inspection without any fees by the members from the date of circulation of this Notice up to the date of AGM. Further, members seeking to inspect such documents can send an email to company.secretary@schneider-electric.com. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, will be available for inspection by the Members electronically during the AGM.
11. The relevant information regarding particulars of director seeking appointment and re-appointment requiring disclosure, in terms of Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI is annexed as Annexure-I to this Notice. The Company has received the requisite consents / declarations for appointment and re-appointment under the Act and the rules thereunder.

12. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

14. 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 DP and holdings should be verified from time to time.

15. 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. As per the directives of the SEBI and relevant clarifications issued in this regard, the reminder 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. On or after October 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://download.schneider-electric.com/files?p_enDocType=Institutional+Document&p_Doc_Ref=Form_SH.

As per the directives of SEBI and relevant clarifications issued in this regard, the Company has issued letters through its RTA to all its physical shareholders urging them to furnish PAN, KYC and nomination details within the prescribed timelines.

16. Appeal to Shareholders: DEMAT

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 and may contact the Company for any assistance in this regard.

REGISTRATION OF NOMINATION AND BANK MANDATE

Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/ or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

ELECTRONIC COMMUNICATION

All notices, financial statements, annual report etc. can be sent to the Members electronically as notified in the Act and rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

GENERAL REQUEST

- At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes, if any, pertaining to name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;
 - Deal only with SEBI registered intermediaries and obtain a valid Contract Note/Confirmation Memo from the broker/sub-broker, within 24 hours of execution of the trade;
 - Do not share your demat account login and password and retain the relevant instruction slips in safe custody;
 - Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.
17. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
18. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at company.secretary@schneider-electric.com.
19. In adherence to the provisions of Section 125 of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the shares on which dividends have not been claimed and unclaimed dividend for 7 (seven) consecutive years were transferred in favor of IEPF Authority, during the financial year 2022-23.

The details of the unclaimed dividends and shares transferred to IEPF are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of unclaimed shares transferred
2011-12	843,224	1,460,797
Total	843,224	1,460,797

No unclaimed dividends and shares were transferred to IEPF Authority during the financial year 2022-23.

STATEMENT IN RESPECT OF SPECIAL BUSINESS(ES) PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

ITEM NO. 3, 4 & 5

The Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) ('Listing Regulations') (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions ('RPTs') under the Listing Regulations. The aforesaid amendments inter-alia included replacing of then existing threshold, i.e., 10% (ten per cent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of ₹ 1,000 Crores (Rupees One Thousand Crores) and 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity ('Revised Materiality Threshold'). Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 01, 2022.

In furtherance of its business activities, the Company has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1) (zc)(i) of the Listing Regulations.

Amongst the transactions that Company executes with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Schneider Electric IT Business India Private Limited (SEITB), Schneider Electric India Private Limited (SEIPL), fellow subsidiaries of the Company, and Schneider Electric Industries SAS (SE SAS) the ultimate Holding Company exceeds the Revised Materiality Threshold on annual basis. It may further

be noted that the Members had earlier granted approval to the Company for entering into material related party transactions with the above fellow subsidiaries, however, the earlier approval granted by the Members did not provide for any tenure validity.

The Board of Directors on recommendation of the Audit Committee at its meeting held on May 23, 2023 has approved the above proposals subject to the approval of the members of the Company.

The Board has approved the proposal for next three financial years i.e. 2023-24 till 2025-26. However, in compliance with the law and guidelines issued by SEBI in this regard, the approval of members is being sought for the said material related party transactions ('RPTs') proposed to be entered into by your Company with SEITB, SEIPL and SE SAS, for the financial year 2023-24 and till the date of 14th AGM.

All RPTs between the Company and its Related Parties are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee and are reviewed on a quarterly basis, pursuant to its approvals.

The details under Rule 15(3)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 and the details required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, for proposed material RPTs as considered by the Audit Committee of the Company, are set forth below:

For transaction with SEITB:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Schneider Electric IT Business India Private Limited (SEITB) Nature of Concern/ Interest/ Relationship: Fellow Subsidiary.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Arnab Roy – Non-Executive Non-Independent Director in the Company and in SEITB.
3.	Type, tenure, material terms and particulars	Type: For borrowing (short term/ long term), Sale/Purchase of Goods, Materials, Equipment etc. contracts and arrangements relating to providing/rendering/ availing services/Cost recharge/reimbursements etc. Tenure: For financial year 2023-24 and till the date of 14 th AGM. Terms: The pricing for the contract/arrangement is on a cost-plus mark- up basis. The rate of interest on loan/borrowings shall be as per the applicable prevailing yield.
4.	Value of the transaction	₹ 600 Crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The estimated transaction value for transfer of resources by way of Sale/Purchase/ cost recharges/re-imbursements represents: 33.53 % of annual turnover of the Company as on March 31, 2023.