



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: <https://infra-in.se.com>; E-mail: company.secretary@schneider-electric.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE of Postal Ballot is hereby given pursuant to Sections 108, 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**the Listing Regulations**"), General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 08, 2020, April 13, 2020, June 15, 2020 September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022 and December 28, 2022, respectively issued by Ministry of Corporate Affairs, Government of India ("**the MCA Circular(s)**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Special Resolution appended below is proposed through postal ballot (the "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process i.e., by casting votes electronically instead of submitting postal ballot forms.

The proposed Special Resolution, along with the Statement setting out material facts as required in terms of Section 102 of the Act, read with the Rules, the MCA Circulars and other applicable legal provisions, are appended below seeking the consent of the Members of the Company through remote e-voting. The Statement pertaining to the said Resolution, setting out the material facts and reasons thereof, form part of this Postal Ballot Notice ("**the Notice**" or "**the Postal Ballot Notice**").

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) ("**DPs**"). The details of the procedure to cast a vote forms part of the 'Notes and Instructions' to this Notice.

The Company has engaged the services of the National Securities Depository Limited ("**NSDL**") for facilitating e-voting. In addition, the Company has made necessary arrangements with CB Management Service Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail addresses. Accordingly, those Members who have not yet registered their e-mail addresses are requested to register by following the procedure set out in this Postal Ballot Notice.

The Board has appointed Mr. Rupesh Agarwal, Managing Partner (ACS 16302 and CP 5673) (failing him Mr. Sashikant Tiwari, Partner), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Friday, April 14, 2023. The e-voting facility will be disabled by NSDL immediately after that and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairperson of the Board of the Company or any other person authorised by the Chairperson, and the result of the voting by Postal Ballot will be announced by Monday, April 17, 2023. The result declared, and the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Friday, April 14, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority and shall be deemed to have been passed as if passed at a General Meeting of the Members.

RESOLUTION:

Approval to provide loan/financing assistance to the Company's employees to subscribe to Schneider Electric SE's shares and grant of employer matching shares under Schneider Electric SE's Worldwide Employee Share Ownership Plan 2023 ("2023 WESOP")

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 67(3)(b) and all other applicable provisions of the Companies Act, 2013, and other relevant provisions, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions of the Act and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"), the Memorandum and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and such other approvals, permissions and sanctions as may be necessary, the approval/consent of the Members be and is hereby accorded for the Company to provide interest-free loan/financial assistance to its employees (repayable/recoverable from employees through a monthly payroll deduction starting June 2023), and grant employer matching shares based on a determined ratio depending on the number of shares subscribed by the employees as set out in the 2023 WESOP rules, cumulatively not exceeding five per cent (5%) of the aggregate of the paid-up share capital and free reserves of the Company, to enable the employees to indirectly purchase/subscribe to Schneider Electric SE shares through participation in 2023 WESOP of Schneider Electric SE (the Company's ultimate parent company incorporated in France).

RESOLVED FURTHER THAT the participation by the employees of the Company in 2023 WESOP shall be through the "Schneider Relais International 2023" FCPE, set up by Schneider Electric SE in France for the implementation of 2023 WESOP, which will be merged into the "Schneider Actionnariat Mondial" FCPE.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary and do all other things incidental and ancillary thereof."

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

-Sd/-

Bhumika Sood

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

Date: March 10, 2023

Place: Gurugram

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

Notes and Instructions:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) setting out material facts and reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) (Depositories) and whose e-mail address is registered with the Company/depository participant(s), as on **Friday, March 10, 2023 (“Cut-off Date”)**. A person who is not a member as of the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the Listing Regulations and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting, i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, a physical copy of the Notice, the Postal Ballot Form, and the pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.

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

3. All material documents referred to in the statement will be available for inspection at the Company’s Registered Office during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to the Company Secretary at company.secretary@schneider-electric.com or Company’s RTA at subhabrata@cbmsl.co from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
4. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail. Accordingly, members holding shares in Demat mode who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and Members holding shares in physical mode are requested to update their e-mail addresses with the Company Secretary at company.secretary@schneider-electric.com or with the Company’s RTA at subhabrata@cbmsl.co.
5. Dispatch of the Notice shall be deemed to be completed on the day NSDL sends out the communication for the Postal Ballot process by e-mail to the members of the Company.
6. The Scrutinizer shall, after the conclusion of the remote e-voting on Friday, April 14, 2023, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a Report of the votes cast in favour or against, if any and shall submit the same to the Chairperson or any person authorised by the Chairperson after the completion of scrutiny of the e-voting. The Special Resolution, if approved by the requisite majority, shall be taken to have been passed effectively on the last date of the e-voting of the Postal Ballot, i.e., Friday, April 14, 2023. The result of the e-voting by Postal Ballot will be announced by Monday, April 17, 2023 and will also be displayed on the website of the Company <https://infra-in.se.com/>, website of NSDL www.evoting.nsdl.com, besides being communicated to the Stock Exchanges where the shares of the Company are listed and to RTA. In addition, the results shall also be displayed at the Company’s Registered office and/or corporate office.
7. The decision, as declared by the Chairperson, in consultation with the Scrutinizer on the validity of the vote, cast through remote e-voting, shall be considered final. A member shall note that once the vote on a resolution(s) has been cast by the member by the remote e-voting process, they shall not be allowed to change it subsequently or cast a vote again.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in the English language) and one regional daily newspaper widely circulating in Vadodara.

9. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
10. 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 call on toll-free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or to Ms. Bhumika Sood, Company Secretary and Compliance Officer at e-mail ID company.secretary@schneider-electric.com.
11. Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, March 10, 2023
Voting start time and date	Thursday, March 16, 2023 [09.00 A.M. (IST)]
Voting end time and date	Friday, April 14, 2023 [05:00 P.M. (IST)]
Date on which the resolution is deemed to be passed	Friday, April 14, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	CB Management Services (P) Limited P-22 Bondel Road, Kolkata- 700019 Contact: +91 033 4011 6700/ 2280 6692/ 2282 3643/ 2287 0263 E-mail: subhabrata@cbmsl.co
Name, address and contact details of the e-voting service provider	National Securities Depository Limited Please refer Note No 10 for contact details.
NSDL e-voting website address	www.evoting.nsdl.com

12. **Appeal to Shareholders:**

- ✓ E-mail Registration: The members are requested to register their e-mail addresses as detailed in this Notice;
- ✓ Demat Holding: Pursuant to SEBI notification dated January 24, 2022, read with SEBI circular dated January 25, 2022, transfer of shares in physical mode and transmission or transposition of securities held in the 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, or consolidation. Renewal/exchange of share certificate or issuance of duplicate share certificates for shares held in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.
- ✓ To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. In addition, periodic statements of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
- ✓ The Securities and Exchange Board of India (SEBI) has recently mandated furnishing PAN and KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, and bank account details) and nomination details by holders of securities. Effective January 1, 2022, RTA will not process any service requests or complaints from the member until the aforesaid details/ documents are provided to RTA. On or after April 1, 2023, in case any of the above-cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://download.schneider-electric.com/files?p_enDocType=Institutional+Document&p_Doc_Ref=Form_SH.

13. The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com and Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and passwords and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to company.secretary@schneider-electric.com or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company.secretary@schneider-electric.com or RTA at subhabrata@cbmsl.co or to NSDL at evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, the shareholder/member may send a request to evoting@nsdl.co.in to procure user id and password for e-voting by providing above mentioned documents.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
Alternatively, Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc., by clicking on “**Upload Board Resolution / Authority Letter**” displayed under the “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with anyone and take utmost care to keep it 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.

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

Stock plans, including the employee stock ownership plan ("ESOP"), have long been recognised internationally as an effective instrument to align the interest of employees with those of a company and its shareholders, providing an opportunity for employees to share the growth of the company, and to create long term wealth in the hands of employees. In addition, it creates a sense of ownership between the company and its employees, paving the way for a unified approach to enhancing overall shareholders' value. It is, therefore, appropriate to consider 2023 WESOP for the employees of the Company.

Schneider Electric, at the group level, has a long-standing Employee Stock Option Scheme called the Worldwide Employee Share Ownership Plan, whereby employees of participating companies of the Schneider Electric Group ("**SE Group**") have the right and option to subscribe (indirectly) to the shares of Schneider Electric SE, France ("**SE France**"), the ultimate holding company. Such subscription is **under the umbrella of the SE Group employee share offering, pursuant to a capital increase reserved for the employees of SE Group.**

For 2023, SE France has offered a Worldwide Employee Share Ownership Plan 2023 ("**2023 WESOP**"), which is available at the worldwide level for SE Group employees as a financial investment and is a valuable tool to retain key talent, which works in the Company's best interest by rewarding employees for their performances. Furthermore, the 2023 WESOP plan is very effective and allows employees to participate in the growth of the Company. This evolution is due to SE Group's commitment to step up and put an even more significant part of your Company in the hands of employees to inculcate a sense of participation in the fortunes of the Company and the SE Group.

SE France, being the ultimate holding company of your Company, will provide an opportunity to the Company's employees, Directors and Key Managerial Personnel (except Independent Directors) to voluntarily subscribe to SE France's shares, which are listed on the Euronext Paris stock exchange.

2023 WESOP provides for purchasing units in the "Schneider Relais International 2023" FCPE, which will invest in Schneider Electric SE shares, and merge into the "Schneider Actionnariat Mondial" FCPE. Employees will be issued units of the FCPE corresponding to the amount they subscribe to. The offering of shares to FCPE will be under a share capital increase by Schneider Electric SE reserved for the employees of the SE Group.

Detailed particulars of benefits which will accrue to the participating employees from the implementation of 2023 WESOP: 2023 WESOP will offer employees a discount of 15% on the reference price of Schneider Electric SE share. Further details are stated in the 2023 WESOP documentation.

Under 2023 WESOP, as with other Indian participating Schneider Electric Group companies, your Company will provide loan/financial assistance to the employees to subscribe to Schneider Electric SE shares and grant employer matching shares. However, according to Section 67 of the Act, no public company shall give, whether directly or indirectly and whether through a loan, guarantee, the provision of security or otherwise, any financial assistance for, or in connection with, purchase or subscription made or to be made, by any person of or for any shares in the company or its holding company unless *inter alia* the same is approved by the Company through a special resolution.

The shares of Schneider Electric SE are valued as per French Law. In the event of stock market volatility, Schneider Electric may, at its discretion, delay the price fixing or, following the fixing, reduce the subscription price and/or change the dates of the subscription period and/or the share issuance date.

As prescribed under Section 67(3) of the Act read with rules made thereunder, as amended from time to time, the value of shares to be purchased or subscribed by the employees in the aggregate together with the money provided by the company shall not exceed five per cent (5%) of the aggregate of paid-up capital and free reserves of the company.

Further, the below information regarding the 2023 WESOP is for the reference of Members:

- a) **Class of Employees:** The 2023 WESOP will be implemented, and financial assistance will be provided for the purchase and subscription of shares to benefit employees within the meaning of the Plan.

The class/ classes of eligible employees are as under:

- i. Permanent employees of the Company as defined under 2023 WESOP.
- ii. Directors of the Company

The following are not eligible to participate in the 2023 WESOP:

- (i) Independent Directors appointed by the Company as per Companies Act, 2013;

- b) **Reservation periods.** Details of the reservation/subscription period are stated in the scheme documentation of 2023 WESOP. All eligible employees who want to participate shall submit their subscription orders within the specified timeline.
- c) **Subscription Price or Pricing Formula.** Firstly, a reference price will be calculated based on an average price of the Schneider Electric SE share traded at the Euronext Paris stock exchange over 20 consecutive trading days. Once the reference price is known, the subscription price will equal the reference price, less a 15% discount. Schneider Electric SE will announce the subscription price on or around April 20, 2023.
- d) **Methods of payment:** As defined in 2023 WESOP.
- e) **Amount of loan/financial assistance to employees for subscription, tenure, repayment terms, etc.** Upon specific employee request, your Company will offer a loan/financial facility/assistance for the total subscription price. Such financing, if opted for, would be in the form of a short-term 'interest-free' loan, which would be repayable/ recoverable from the employee through equal monthly payroll deductions starting June 2023 as set out in 2023 WESOP documentation.
- f) **Matching Shares.** Each participating Schneider Electric company, including your Company, will pay a matching contribution. Hence, the employee's personal contribution will be supplemented by a matching cash contribution paid by your Company. The cash provided by the employer will effectively increase the subscription payment by the employee and thereby increase the number of Schneider Electric SE shares purchased on behalf of the employee. In 2023 WESOP, the employer matching contribution would be paid according to the following formula:
- up to a maximum of €700, the employee's contribution will be matched at a rate of 100%;
- the employee's contribution between €701 and €2,100 will be matched at a rate of 50%.
This leads to a maximum possible contribution by your Company of €1,400 per employee. This maximum contribution per employee may be reduced if the Plan is exceeded.
- g) **Lock-Up Period.** Under 2023 WESOP, employees' investments will be subject to a 5-year lock-up period during which employees cannot redeem their investment in the FCPE, except in certain early release events.
- h) **Dividends.** Any dividends paid on the shares to the Classic FCPE during the life of 2023 WESOP will be reinvested by the FCPE in additional shares of Schneider Electric SE. Reinvesting dividends will increase the value of the units held by the employees to reflect this dividend reinvestment (no new units issued).
- i) **Particulars of the trustee or employees in whose favour such shares are to be registered.** The shares will be held by a French collective shareholding vehicle, known as a *Fonds Commun de Placement d'Entreprise* (the "FCPE"), which is commonly used in France to hold and manage shares held by employees under employee share plans and is governed by the French Monetary and Financial Code. An external professional company, Natixis Investment Managers International, will manage it subject to AMF control, acting on behalf of and in the interest of employee unitholders. CACEIS Bank will be entrusted with the assets of the FCPE, which is independent of and unaffiliated with Schneider Electric SE. Natixis Interépargne will act as account holder for the FCPE units held by the employee subscribers. Unlike shares, the units are not transferable and cannot be listed on a stock exchange market. The subscription to Schneider Electric SE shares will be made by the FCPE, acting on the employees' behalf. Employees will be issued units of the FCPE corresponding to the amount of their subscription. FCPE will, in turn, subscribe to Schneider Electric SE shares and hold them on behalf of the subscribing employees. For each amount invested

corresponding to the subscription price of one share, employees will receive one unit of the FCPE. The units can be redeemed only in the manner provided under 2023 WESOP.

j) Particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel if any;

The concept of Trust/Trustee does not exist under French Law; Hence, details of the FCPE are being furnished.

Name and address of Depository: CACEIS Bank, 89-91 rue Gabriel Péri – 92120 Montrouge, France.

Fonds Commun de Placement d'Entreprise (the "FCPE")

"Schneider Relais International 2023" (to be merged into the "Schneider Actionnariat Mondial")

Name of the trustees, address, occupation, nationality: Not Applicable

Relationship of Trust with promoters, KMP and promoters: FCPE is independent. None of the Company's employees of your Company is or would be associated as a depository of the FCPE. None of the depository/ managing persons of the FCPE is disqualified, as stated in Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

k) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

None of the directors, key managerial personnel of the Company, and their relatives are concerned or interested, in this resolution, except to the extent of their respective shareholdings, if any, in Schneider Electric SE under any of the previous ESOP plans and/or the number of units/shares which they may agree to subscribe pursuant to 2023 WESOP.

l) Valuation, Disclosure and Accounting Policies. Your Company will comply with all the requirements of valuation, disclosure and accounting policies as applicable under the existing laws and as amended from time to time.

m) Detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

- (i) The scheme will be rolled out to employees at a discounted subscription price.
- (ii) Financial assistance by the Company as defined under 2023 WESOP.
- (iii) Any dividends paid by Schneider are automatically reinvested in the FCPE, increasing the value of your investment.

n) Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised: The Supervisory Board will exercise any voting rights attached to the Schneider Electric SE shares. Only elected members of the Supervisory Board, representing employee and former employee unitholders, will be able to vote on the Schneider Electric SE shares.

o) The trustee (FCPE) is appointed as set out above.

A person shall not be appointed as a trustee to hold such shares if he (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (ten per cent) or more of the paid-up share capital of the Company.

The Members may note that in terms of Section 67 of the Act, and the rules made thereunder, a company must obtain prior approval from the shareholders before providing any financial assistance to employees for subscribing to any shares of the company or its holding company, which is proposed in item no. 1 of this Notice.

The aforesaid Statement covers relevant disclosures, as required under Section 67, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Since your Company is a listed entity, it cannot provide finance facility/assistance or employer matching shares to employees to subscribe to Schneider Electric SE's shares (under 2023 WESOP) unless the shareholders' approval has been obtained. Accordingly, the Company is conducting a Postal Ballot to seek shareholders' approval to avail the facility of the finance facility/assistance and employer matching shares for purchasing the shares of the Ultimate Holding Company (directly/indirectly).

The Board of Directors of your Company vide its resolution passed through circulation on March 10, 2023 approved the participation of employees of the Company, including Directors and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Act and rules made thereunder.

The salient feature of 2023 WESOP is available for inspection by the Members and shall remain open during the period of the Postal Ballot.

All the Directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolution as set out in Item No.1 to the extent of the number of shares/units that may be acquired/ offered to them under 2023 WESOP.

The Board recommends the Special Resolution set out in Item No.1 of the Notice for approval of the Members through Postal ballot.

This Notice does not constitute an offer, invitation, or solicitation of an offer of securities to the Members of the Company or the public within or outside India other than as set out in the documentation for 2023 WESOP.

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

-Sd/-

Bhumika Sood

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

Date: March 10, 2023
Place: Gurugram

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