

Notice of

Schneider Electric Infrastructure Limited

10th Annual General Meeting 2020

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

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

Post Office Jarod, Vadodara 391 510, Gujarat

Phone: 02668 664466 / 664300, Fax: 02668 664621

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

NOTICE is hereby given that the Tenth (10th) Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric Infrastructure Limited (“**Company**”) will be held on Tuesday, 8th day of the September 2020 at 3:30 p.m. IST through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”

- To appoint Director in place of Ms. Bidisha Nagaraj (DIN: 08080159), who retires by rotation and, being eligible, offers herself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013, Ms. Bidisha Nagaraj (DIN: 08080159), who retires by rotation at this meeting; being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

- To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of Fifteenth (15th) Annual General Meeting and to fix their remuneration, and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all 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 thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. S.R. Batliboi & Co. LLP (Firm Registration No. 301003E/ E300005), for a term of five (5) years from the conclusion of this Annual General Meeting till the conclusion of Fifteenth (15th) Annual General Meeting of the Company at the remuneration and out of pocket expenses to be fixed by the Audit Committee and/or Board of Directors of the Company.”

SPECIAL BUSINESS

- To consider the appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company and, in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Ms. Namrata Kaul (DIN: 00994532) who was appointed as an Additional Director and Non-Executive Independent Director of the Company by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from November 06, 2019 in terms of Section 161(1) of the Act and Articles of Association of the Company and

whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from November 06, 2019 till November 5, 2022, not liable to retire by rotation.”

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and, in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2021 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

6. To consider the appointment Mr. Arnab Roy (DIN: 02522674) as the Whole-Time Director of the Company in Professional capacity and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of the Articles of Association of the Company, Mr. Arnab Roy (DIN: 02522674), who was appointed as an Additional Director and designated as a Whole-Time Director by the Board of Directors of the Company at their meeting held on June 16, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such 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(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government (if required) or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Arnab Roy (DIN: 02522674), as a Whole-Time Director in Professional capacity for a term of three (3) consecutive years effective from June 16, 2020 to June 15, 2023 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the statement under Section 102 of the Act, attached to this notice.

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

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

Bhumika Sood

Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram

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

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on June 16, 2020 considered that the special business

under Item Nos. 4 to 6, being considered unavoidable, be transacted at the 10th Annual General Meeting ("10th AGM") of the Company.

2. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 10th AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

- a. In view of the current extraordinary circumstances due to the massive outbreak of COVID-19 pandemic prevailing in the country requiring social distancing, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") permitted the holding of the Annual General Meetings through Video Conferencing/ Other Audio-Visual Means (VC/OAVC), without the physical presence of the Members at a common venue.

Accordingly, this 10th AGM is being convened electronically through VC/OAVC in compliance with applicable provisions of the Act read with relevant rules issued thereunder, Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 ("the Listing Regulations"), MCA Circulars and SEBI Circular and hence, Members can attend and participate in 10th AGM through VC/ OAVC facility being provided by the Company.

- b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 10th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 10th AGM through VC/OAVM Facility and e-Voting during the 10th AGM.
- c. Members attending the 10th AGM electronically through VC/OAVC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. The deemed venue for the 10th AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
- e. KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting and for participation in the 10th AGM through VC/OAVM Facility and e-Voting during the 10th AGM.
- f. The 10th AGM conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the 10th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 10th AGM on, Tuesday, September 8, 2020.
- g. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of at least 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 10th AGM without any restriction on account of first-come-first-serve principle.
- h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 10th AGM and facility for those Members participating in the 10th AGM to cast vote through e-Voting system during the 10th AGM.
- i. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the 10th AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 7, 2020, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the 10th AGM and Annual Report 2019-2020 to the Members of the Company.

In line with the MCA Circulars and SEBI Circular, the Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website at www.schneider-infra.in, websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech, i.e. <http://evoting.karvy.com>.

j. Since the 10th AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

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

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 10th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company at company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co.
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 10TH AGM ARE AS UNDER:

- a. Upon declaration by the Chairman about the commencement of e-voting at 10th AGM, Members shall click on the thumb sign on the left bottom corner of the video screen for voting at the 10th 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 10th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 10th AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the 10th AGM may also participate in the 10th AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.
- e. Members who need technical assistance before or during the 10th AGM, can contact KFintech at evoting@karvy.com or helpline at 1800 345 4001 (toll free).

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 10TH AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the 10th AGM through video conferencing platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for 10th 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 have forgotten the User ID and Password may retrieve the same by clicking on forgot Password option and create new password.
- 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. Please note that 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 10th AGM, during the 10th AGM will have to visit <https://emeetings.kfintech.com/> and click on **“Post your Questions”** or register themselves as **Speaker by clicking on “Speaker Registration”** by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Saturday, September 5, 2020 from 9 a.m. (IST) till Monday, September 7, 2020 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.
- g. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 10th AGM through VC/OAVM Facility.

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

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

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Saturday, September 5, 2020
End of remote e-Voting	Upto 5:00 p.m. (IST) on Monday, September 7, 2020

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 cast 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 **Wednesday, September 2, 2020, i.e. the “Cut-off Date”** shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 10th AGM. Any person who is not a Member on the Cut-off Date should treat the notice for information purposes only.
- c. The details of the **process and manner for remote e-Voting** are explained herein below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Kfintech for e-Voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric Infrastructure Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/ are authorised to vote, to the Scrutiniser through email at nazim@mnkassociates.com with a copy marked to evoting@karvy.com and may also upload the same in the e-voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off Date**.
 - b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 10th AGM and hold shares as of the **Cut-off Date** can obtain the login ID and password by sending a request at evoting@karvy.com or companysecretary@schneider-electric.com. However, if you are already registered with KFintech for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **Cut-off Date** only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
 - d. Mohd Nazim Khan, Designated Partner of MNK and Associates LLP, Practising Company Secretary, (FCS No. 6529 and CP No. 8245) has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - e. During the 10th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 10th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 10th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 10th AGM.
 - f. The Scrutiniser shall after the conclusion of e-Voting at the 10th AGM, first download the votes cast at the 10th 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 Chairman or a person authorised by him, within forty eight (48) hours from the conclusion of the 10th AGM, who shall then countersign and declare the Result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.schneider-infra.in and on the website of KFintech at <https://evoting.karvy.com/> immediately after the declaration of Results by the Chairman or a person authorised by him. The Results shall also be immediately forwarded to the BSE and NSE.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 2, 2020 to Tuesday, September 8, 2020 (both days inclusive).
 9. Relevant documents referred to in the Notice along with 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, are open for inspection by the Members electronically and shall remain open for inspection at the 10th AGM.
 10. The relevant information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure, in terms of Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India [SS-2] are annexed as **Annexure-I**

to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder.

Statement of additional details as required under Schedule V Part II Section II of the Act is attached as **Annexure- II** of this Notice.

11. 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.
12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with the RTA.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Members holding shares in physical form are advised and requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard.
15. **Appeal to Shareholders:**

DEMAT

- Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandates holding of shares in demat except in case of transmission or transposition. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members are requested to convert the physical holding to demat through Depository Participant. Members may contact the Company for any assistance in the said process of physical to demat of shares.

REGISTRATION OF NOMINATION AND BANK MANDATE

- Registration of nomination makes easy for dependants 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 their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (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.

16. 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.
17. 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.
18. 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 the (“IEPF Rules”), the shares on which dividends have not been claimed and unclaimed dividend, for 7 (seven) consecutive years have been transferred in favor of IEPF Authority, during the financial year 2019-2020.

The details of the unclaimed dividends and shares transferred to IEPF during the year 2019-2020 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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

The following Statement sets out all material facts relating to the Business(es) mentioned in the Notice:

ITEM NO. 3

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), were appointed as Statutory Auditors of the Company since inception. After commencement of the Companies Act, 2013 (“the Act”), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors by the members in the fifth (5th) Annual General Meeting (AGM) held on August 11, 2015 to hold office for a period of five (5) years upto the conclusion of 10th AGM and accordingly, they would retire at the conclusion of this AGM.

Since, M/s. S.R. Batliboi & Co. LLP, has completed two terms of five (5) consecutive years, in terms of Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, they are not eligible for re-appointment.

Accordingly, as per the said requirements of the Act, the Board of Directors at its meeting held on June 16, 2020, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) as Statutory Auditors of the Company, for a period of five (5) years, commencing from the conclusion of 10th AGM till the conclusion of the 15th AGM, for approval of the members.

M/s. S N Dhawan & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139 and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

The Audit Committee and the Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. S N Dhawan & Co. LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

In compliance of Regulation 36 of the Listing Regulations as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f. April 1, 2019 the following additional disclosure is being made for reference and information of the members:

(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment along with the rationale for such change

Proposed fee: Fee proposed to be paid to new auditor is approx. ₹ 9.5 million per financial year payable (subject to annual increments, as may be mutually agreed by the Board and Statutory Auditors) in one or more instalments plus applicable taxes, travelling and other out-of-pocket expenses incurred by them for the following services in scope of engagement:

1. Statutory audit of annual financial statements of the Company as per the Act.

2. The quarterly limited review opinions as per the Listing Regulations.
3. The audit opinion on the Internal Financial Controls over financial reporting.
4. Group reporting for the year ending December 31, 2020 and period ending June 30, 2021.
5. Tax audit under the Income Tax Act, 1961.

The fee agreed for the retiring auditors was ₹ 13 million.

The amount of remuneration has been revised having regard to the continuous engagement of the firm with Schneider group across the globe. Also, the firm has obtained greater comfort in recent past over the internal controls designed & operating at Schneider group.

Term of Appointment: Five (5) years from the conclusion of 10th AGM till the conclusion of 15th AGM for FY 2024-2025.

(b) Basis for appointment of S.N. Dhawan & Co LLP as Statutory Auditors

Established in 1940, M/s S.N. Dhawan & Co LLP is one of the largest Chartered Accountant firms in India having in-depth experience in sectors including Manufacturing, Education, Retail, FMCG, Construction Infrastructure, IT and ITES etc. S.N. Dhawan & Co LLP is a member firm of Mazars & delivers assurance services in India.

Mazars is an internationally integrated partnership, specialising in audit, tax and advisory services. Operating in 91 countries and territories around the world, they draw on the expertise of more than 40,000 professionals. Mazars has been one of the joint-auditors of the Schneider group; in India S.N. Dhawan & Co LLP has been the statutory auditors of group company viz. Schneider Electric India Private Limited since 2018.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out under Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Ms. Namrata Kaul (DIN: 00994532) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from November 6, 2019, not liable to retire by rotation, subject to consent of the Members of the Company at 10th AGM.

As an Additional Director, Ms. Kaul holds office till the date of 10th AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Ms. Kaul confirming that she meets the criteria as prescribed under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("the Listing Regulations").

Ms. Kaul is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority and has given her consent to act as a Director of the Company.

Ms. Kaul is having vast experience in banking and finance and has worked in various roles and capacities across Treasury, Corporate Banking, Debt Capital Markets, and Corporate Finance in India and United Kingdom. Your Board believes that given the knowledge, experience and performance of Ms. Kaul, her induction on the Board will be in the interest of the Company and will support in broadening the overall expertise of the Board.

Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - II on General Meeting issued by the Institute of Company Secretaries of India, is attached as **Annexure - I**.

Except Ms. Kaul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Copy of the draft letter for appointment of Ms. Kaul as a Non-Executive Independent Director setting out the terms

and conditions is available for inspection by the Members electronically and shall remain open for inspection at the 10th AGM.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

ITEM NO. 5

On the recommendation of Audit Committee, the Board of Directors at their Meeting held on June 16, 2020 approved the appointment of M/s. Shome & Banerjee, Cost Accountants, New Delhi (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2020-2021 at a remuneration of ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the 10th AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of 10th AGM for approval of the Members.

ITEM NO. 6

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee at their meeting held on June 16, 2020 appointed Mr. Arnab Roy (DIN: 02522674) as Additional Director, designated as Whole-Time Director, in professional capacity for a term of three (3) years with effect from June 16, 2020.

Broad particulars of the terms of appointment and remuneration payable to Mr. Arnab Roy are as under:

(a) Salary, Perquisites and Allowances per annum: (in ₹)

Salary	1,38,66,666/-
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Mediclaim Policy etc.	3,500/-
Target Short Term Incentive Plan (STIP)	34,66,667/-
Amenities including fully Furnished Accommodation, car benefit	As per Company Policy

The perquisites and allowances, as aforesaid, may include, as per Company policy, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Arnab Roy, as may be determined by the Board and / or the Nomination & Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

(c) It is clarified that any stock options (from Company or under group policy) granted / to be granted to Mr. Arnab Roy, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

(d) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging during business trips and other expenses on Company's business shall be reimbursed at actuals and not considered as perquisites.

(e) General Terms of Appointment:

The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director/ Board of Directors.

- i. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("the Act") with regard to duties of directors.
- ii. The Whole-Time Director shall adhere to the Company's Principles of Responsibility - Code of Conduct.
- iii. The office of the Whole-Time Director may be terminated by the Company or by him by giving notice as per Company Policy.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Arnab Roy requires approval of the Members by way of Special Resolution.

Mr. Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for his appointment as Director of the Company. Mr. Roy also confirmed that he is not debarred from holding the office of Director pursuant to any Securities & Exchange Board of India (SEBI) order.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Roy for appointment.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates.

Mr. Arnab Roy fulfils these conditions.

The terms as set out in the Resolution and statement under Section 102 of the Act may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India is attached as **Annexure- I**.

Details as required under Schedule V Part II Section II of the Act is attached as **Annexure- II**.

Save and except Mr. Arnab Roy, being appointee, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

Copy of the Resolution and statement setting out the terms and conditions of Mr. Roy's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 10th AGM.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice of 10th AGM for the approval of the members.

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

Date: June 16, 2020
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

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

Annexure- I to the Notice

Information of Director(s) seeking appointment/ re-appointment at this 10th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, in accordance with the Companies Act, 2013 and Secretarial Standards issued by the Institute of Company Secretaries of India, as on the date of Notice.

Name of Directors/ Particulars	Bidisha Nagaraj	Namrata Kaul	Arnab Roy
Director Identification Number (DIN)	08080159	00994532	02522674
Date of Birth (Age in years)	June 9, 1967 (53 years)	March 15, 1964 (56 years)	August 28, 1973 (46 years)
Date of Appointment	March 7, 2018	November 6, 2019	June 16, 2020
Expertise in specific functional Areas	Marketing & Advertising strategies, Product and Segment Development, Information Technology and Energy management	Treasury, Corporate Banking, Debt Capital markets, Corporate Finance, Corporate Risk Managing, Credit, Regulatory Compliances, Building and managing large teams, Communication, Diversity and Development sector experience	Finance, Accounts, Tax, Operations, Supply Chain, Human Resources and Information Technology
Qualifications	Post Graduate in Mass Communication	Bachelor of Commerce from Lady Shri Ram College, Delhi University; Management Postgraduate from IIM Ahmedabad; Chevening scholar from London School of Economics.	Economics Graduate and a Professional Accountant by qualification. Executive MBA from IIM-Bangalore. Certified Black Belt in Six Sigma from GE.
Experience	28 Years	30 Years	23 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and statement under Section 102 of the Act.		
Remuneration sought to be paid/ last drawn	As detailed in the respective resolutions, statement under Section 102 of the Act and in Corporate Governance Report.		
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report.		

Name of Directors/ Particulars	Bidisha Nagaraj	Namrata Kaul	Arnab Roy
Shareholding in Schneider Electric Infrastructure Limited	Nil	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None
Directorship held in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited 2. Fusion Micro Finance Private Limited 3. Vivriti Capital Private Limited 4. Vivriti Asset Management Private Limited 5. Bhopal Smart City Development Corporation Limited 6. Prime Research & Advisory Ltd 7. Synergetics Management and Engineering Consultants Private Limited 8. Care India Solutions for Sustainable Development 	None
Membership/ Chairmanship of Committees in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination & Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee 2. Vivriti Capital Private Limited <ul style="list-style-type: none"> • Audit Committee 3. Care India Solutions for Sustainable Development <ul style="list-style-type: none"> • Audit Committee 	None

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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram
Regd. Office: Milestone 87,
Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat

Statement of additional information as required under Schedule V Part II Section II of Companies Act, 2013

I. General information:

1. Nature of industry:

Schneider Electric Infrastructure Limited, is in the business of manufacturing, designing, building and servicing technologically advanced products and systems for electricity distribution including products such as distribution transformers, medium voltage switchgears, medium and low voltage protection relays and electricity distribution and automation equipment.

2. Date or expected date of commencement of commercial production:

The Company has already commenced its commercial production. The Company was incorporated on March 12, 2011.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators for the year ending March 31, 2020:

Particulars	Financial Year 2019-2020 (Amt in ₹ million)
Sales and Services (Net)	13,844
EBITDA	390
(As percentage of net sales)	2.82%
Depreciation	218
EBIT	172
Interest, net	481
Restructuring	(14)
Profit after tax (as per financials)	(296)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2020 is given below: -

Name of Company	%Holding
Schneider Electric Singapore Pte. Ltd.	4.43%

II. Information of the Appointee:

Name of Director/ Particulars/ S. Background		Arnab Roy
No.	Details	
1	Brief Resume of Director and nature of his expertise in specific functional areas	<p>Mr. Arnab Roy is associated with the Company since March 2017 as the Chief Financial Officer (CFO). Mr. Roy holds aggregate professional experience of 23 years primarily with US, British and French MNC's handling Finance, Accounts, Tax, Operations, Supply Chain, HR, IT, Administration & Regulatory Issues.</p> <p>Mr. Roy has worked as CFO & Head of Operations for last 14 years with U.S. and European MNC's & member of country and APAC leadership team. He has done 5 P&L CFO roles over this period with organizations like Schneider, GE, Tyco Healthcare, G4S and Herbalife.</p> <p>Prior to the CFO role he worked as Controller for four (4) years with US MNC handling entire Finance & Accounts.</p> <p>Prior to Schneider, he was CFO – South Asia of G4S Plc, a UK based company and Finance Transformation Director with a global responsibility reporting to the Group CFO for this responsibility.</p> <p>In his previous experiences, he has worked with GE as Supply Chain CFO covering the manufacturing and sourcing portfolio of GE for all business with a P&L span of 2.2 Bn USD; with Tyco Healthcare as CFO and Director Operations with a South Asia responsibility; with Herbalife and Timken, a Tata Group Company.</p> <p>Mr. Roy is an Economics Graduate and a Professional Accountant by qualification. He has also done an Executive MBA from IIM-Bangalore. He is also a certified Black Belt in Six Sigma from GE.</p> <p>Mr. Roy has also held Board positions in Tyco Healthcare and G4S India.</p>
2	Past Remuneration (2018-19)	Mr. Arnab Roy was the designated Chief Financial Officer of the Company and was drawing remuneration in the said capacity. There is no incremental pay on account of being appoint as Whole-Time Director.
3	Recognition or Awards	Nil
4	Job profile and suitability	Director- Sales
5	Remuneration proposed (2019-2020)	As detailed in Item No. 6 of the Statement under Section 102 of the Act

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Arnab Roy, the Company believes that, the remuneration proposed to be paid is appropriate and commensurate with the remuneration packages paid to similar senior level appointees in other companies.

Further, Mr. Arnab Roy is a professional and is not having any interest in the capital of the Company or its holding company or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the Company or its holding company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed, no other pecuniary relationship exists. He is working with the Company in a professional capacity.

III. Other Information

1. Reason for loss or inadequate profits

Year 2019-2020 was a year when we moved forward with execution of our strategy. The Company was able to maintain a good momentum on order intake this year. Operationally the year was in the direction of Company's plan and projection but got impacted due to two significant abnormal events:

- 1) Flood in Vadodara in end July 2019: Companies operations were impacted for around a month due to this devastation in the plant; and
- 2) Covid19 Impact in February/March' 2020: The Company started seeing the impact of Covid19 since mid-February' 2020 and miss significant sale which could not be executed due to the nationwide lock down.

Excluding these two force majeure events the Company would have ended up in a year of profit.

2. Steps taken or proposed to be taken for improvement

The Company has continued its optimisation efforts to reduce fixed costs by completing the plant restructuring phase 1 actions. The segment focus has been reinforced and specialised segment-based organisation has been put in place. The Go to Market with a combination of Direct and Coverage through Partners is being executed to increase reach and cover the right segment and customer with right channel.

3. Expected increase in productivity and profits in measurable terms

In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix. Further, Company had completed the cost restructuring plan to optimise its resources to minimise the fixed cost. Focus on Cash continues. Also, your Company continue to focus on advance solutions like containerised sub-station, Eco-Structure etc. which will be a trend setter in Energy sector and will help in profitable growth through innovative solutions.

IV. Disclosures

The other relevant disclosures are mentioned in the Board's Report under the heading "Corporate Governance", forming part of the Annual Report.

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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram

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