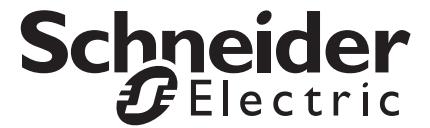


Life Is On



Notice of
Schneider Electric
Infrastructure Limited
Annual General Meeting 2016

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

Regd. Office: Milestone 87, Vadodara-Halol Highway, Village Kotambi,
Post Office Jarod, Vadodara 391 510, Gujarat, CIN: L31900GJ2011PLC064420
Phone: 02668 664466 /664300, Fax: 02668 664621 Website: www. infra.schneider-electric.com/in
E-mail: company.secretary@schneider-electric.com

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Friday, 23rd day of the September, 2016 at 11:00 A.M at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2016 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sugata Sircar (DIN 01119161) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Sonali Kaushik (DIN 07011781) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditors for FY 2016-17 and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the appointment of M/s S.R Batliboi & Co, LLP, Chartered Accountants (ICAI Registration No 301003E/E300005), be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company at a remuneration (exclusive of Taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of the Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Vivek Sarwate (DIN: 07424152), who was appointed an Additional Director of the Company with effect from 4th February, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, read with Articles of Association of the Company and subject to such consent and permission as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, permission, approval of the

members of the Company be and is hereby accorded to appoint Mr. Vivek Sarwate as the Whole Time Director and the Key Managerial Personnel of the Company for a period of 2 Years with effect from 04th February, 2016 on the material terms and conditions as detailed below:

Particulars	Amount (In Rs) Per Annum
Basic Salary	18,23,460
House Rent Allowance	9,11,724
Children Education Allowance	2,400
Special Allowance	7,55,688
Leave Travel Allowance	75,000
Medical Reimbursement	15,000
Books and Periodicals Reimbursement	18,000
Fuel Reimbursement	1,44,000
Maintenance of Car	48,000
Driver Salary	1,44,000
PF Employer Contribution	2,18,820
Company Car Lease	3,03,084
Hospital Insurance Premium	11,760
Variable Pay Amount	13,67,593
Gratuity	As per Company Rules
Leave Encashment	As per Company Rules
WESOP	As per Company Rules

RESOLVED FURTHER THAT the Board of Directors, which term shall include the Committee of the Board duly constituted, be and is hereby authorized to alter and vary, from time to time, during the tenure of appointment of Mr. Vivek Sarwate, the terms and conditions of appointment including as to remuneration in such manner as in the best interest of the Company and in accordance with the laws in force from time to time and acceptable to Mr. Vivek Sarwate, provided that the remuneration after such alteration shall not exceed the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration as aforesaid, shall be paid as minimum remuneration, if necessary, with the approval of the Central Government, for any year in the event of absence or inadequacy of profits for such year.”

7. To consider, and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), who were appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 4,18,000 (Rupees Four Lakhs Eighteen Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.”

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

“RESOLVED THAT in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2015-16.

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

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

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

Anil Rustgi
Company Secretary

FCS-2362

Date: 08.08.2016
Place: New Delhi

Address: 135, Medha Apartments,
Mayur Vihar Phase- I Extension, Delhi 110091

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at item 5 to 8 of the Notice as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 17, 2016 to Friday, September 23, 2016 (both days inclusive).
4. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.
5. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the Attendance Slip to the Meeting duly filled in, for attending the Meeting.
7. Members, who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agents for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
8. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
9. 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 the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
10. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents, at the address mentioned below:

CB MANAGEMENT SERVICES (P) LIMITED
P-22, BONDEL ROAD, KOLKATA- 700 019
TEL: +91 33 4011 6700
EMAIL: rta@cbmsl.com
Contact Person: Mr. Amit Banerjee

11. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2015-16 is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's website www.schneider-infra.in and NSDL e-voting website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Vadodara, Gujarat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company Secretary at email id: company.secretary@schneider-electric.com
14. Voting through Electronic Means - Remote E-Voting
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 6th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
 - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 20th September, 2016 (9:00 AM) and ends on 22nd September, 2016 (5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
 - V. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 16th September, 2016 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relation@schneider-electric.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - VI. Members whose name appears in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 16th September, 2016 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

A. Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company/Depository Participants will receive an email from NSDL informing user ID and Password:

1. Open email and open PDF file viz; "Schneider remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
7. Select "EVEN" of Schneider Electric Infrastructure Limited.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nazim@mnkassociates.com with a copy marked to evoting@nsdl.co.in

B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E Voting Event Number) USERID PASSWORD/PIN

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

IX. Login to the remote 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 Password" option available on the site to reset the password.

- X. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
 - XI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - XII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16th September, 2016.
 - XIII. Mohd. Nazim Khan, Company Secretary in Practice (FCS 6529 and CP 8245) Address: G-41, Ground Floor, West Patel Nagar, New Delhi-110008 has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
 - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer’s Report of the total votes casted in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
 - XVI. The Results declared along with the report of the Scrutinizer shall be placed on the Company’s website www.infra.schneider-electric.com/in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned stock exchanges.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
16. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.
- 17. Members who have not registered/updated their e-mail addresses with CB Management Services (P) Limited, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business at Items 5 to 8 of the accompanying Notice.

Item No. 5

The Board of Directors in its meeting held on 04th February, 2016 appointed Mr. Vivek Sarwate as an Additional Director of the Company with effect from 04th February, 2016.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vivek Sarwate will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing the candidature of Mr. Vivek Sarwate for the office of director of the Company.

Except Mr. Vivek Sarwate, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

Item No. 6

The Board of Directors in its meeting held on 04th February, 2016 appointed Mr. Vivek Sarwate as Whole Time Director and Key Managerial Personnel of the Company for a period of two years with effect from 04th February, 2016 on the terms and conditions as set out in the Resolution, subject to approval of Shareholders and Central Government, if required.

Mr. Vivek Sarwate is an Entrepreneurial leader with 20 years expertise in R&D, Product Marketing, Exports, Business Development and ETO (Engineering to Order) Front End Processes like Engineering, Project Management and Tendering.

He has demonstrated strengths in creating strategy for New Products and Product Launches in India and Export Markets.

He has proven ability to create value through improvements in ETO Processes to increase Profitability of ETO plants, by involving cross functional teams and successfully envisaging & implementing strategies with the help of team members.

He has completed Electrical Engineering from Govt. Engineering College – Jabalpur, India in the year 1996 and Masters of Science in Power Systems from Arizona State University, USA in the year 2003.

A statement pursuant to SCHEDULE V PART II SECTION II 1(B) (iv) of the Companies Act, 2013, is annexed and forms part of this Notice.

Except Mr. Vivek Sarwate, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

Item No. 7

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

Accordingly, the Board on the recommendation of the Audit Committee has approved the appointment of M/s. Shome & Bannerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), as the Cost Auditors to conduct the audit of Cost records of the Company for the financial year 2016-17, at a remuneration of Rs. 4,18,000 (Rupees Four Lakhs Eighteen Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

Item No. 8

Schneider Electric at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) whereby employees of the Schneider Group have the option to subscribe the shares of Schneider Electric SE, France ("SE France") as employees of the group company.

The Scheme is available in 33 countries, covering approximately 1,30,000 employees of Schneider Electric Group. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees so as to inculcate a sense of participation in the fortunes of the Company.

SE France is Ultimate Holding Company of your Company. Accordingly, employees of your Company are also entitled to subscribe shares of SE France.

Pursuant to Section 67 of the Companies Act, 2013, no public company shall give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company unless the same is approved by the Company through a special resolution.

Under the Scheme, since the employer makes a matching contribution up to a limit, the net gains to the employees are expected to be positive, subject to unforeseen circumstances. This scheme has been found to be very effective for retention of key talent and hence will benefit the Company.

The full scheme is available for inspection by the members at the Registered Office of the Company and on its web site.

None of the Directors except Mr. Prakash Kumar Chandraker- Managing Director, Mr. Vivek Sarwate- Whole-Time Director, Mr. Anurag Mantri- Chief Financial Officer and Mr. Anil Rustgi- Company Secretary, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

Details of Directors seeking appointment in the forthcoming Annual General Meeting (Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Vivek Sarwate
DIN	07424152
Date of Birth	15.05.1975
Date of Appointment	04.02.2016
Expertise in specific functional Areas	Mr. Vivek Sarwate is an Entrepreneurial leader with 20 years expertise in R&D, Product Marketing, Exports, Business Development and ETO (Engineering to Order) Front End Processes like Engineering, Project Management and Tendering. He has demonstrated strengths in creating strategy for New Products and Product Launches in India and Export Markets. He has proven ability to create value through improvements in ETO Processes to increase Profitability of ETO plants, by involving cross functional teams and successfully envisaging & implementing strategies with the help of team members. He has completed Electrical Engineering from Govt. Engineering College – Jabalpur, India in the year 1996 and Masters of Science in Power Systems from Arizona State University, USA in the year 2003.
Qualifications	Electrical Engineer
List of Companies in which Directorship is held	Nil
Chairman/ Member of the Committee (s) in Indian Companies	Nil
No. of Shares held in the Company	Nil

* Committees here means Audit Committee and Stakeholders Relationship Committee.

**DETAILS AS REQUIRED UNDER SCHEDULE V PART II
SECTION II 1(B) (IV) OF THE 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 equipments.

2. Date or expected date of commencement of commercial production

The Company has already commenced its commercial production

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

(Rupees Millions)

	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Net Sales	14,026.07	13,104.79	12,156.51	13104.13
Other Income	106.08	695.72	450.33	68.31
Total Income	14,132.15	13,800.51	12,606.84	13172.44
Profit before Taxation	-181.95	-171.17	-1,249.27	-280.68
Profit After Taxation	-181.95	-285.40	-1,249.27	-284.59
Dividend Payout	-	-	--	-
Corporate Tax on Dividend	-	-	--	-
Dividend (%)	-	-	--	-
Earnings per Share	-0.89	-1.19	-5.22	-1.19

5. Foreign investments or collaborations, if any

Please refer to the Annual Report

II. INFORMATION ABOUT THE APPOINTEE:

A) Background details:

Mr. Vivek Sarwate is an Entrepreneurial leader with 20 years expertise in R&D, Product Marketing, Exports, Business Development and ETO (Engineering to Order) Front End Processes like Engineering, Project Management and Tendering.

He has demonstrated strengths in creating strategy for New Products and Product Launches in India and Export Markets.

He has proven ability to create value through improvements in ETO Processes to increase Profitability of ETO plants, by involving cross functional teams and successfully envisaging & implementing strategies with the help of team members.

He has Completed Electrical Engineering from Govt. Engineering College – Jabalpur, India in the year 1996 and Masters of Science in Power Systems from Arizona State University, USA in the year 2003.

B) Past remuneration for the year 2015-16 (from 04.02.2016 to 31.03.2016)

Particulars	Amount (IN Rs.)
Basic Salary	282,951
HRA	141,474
Special Allowance	117,262
Education Allowance	372
Books & Periodicals	18,000
Company Car	47,030
Medical Reimbursement	14,741
LTA	75,000
Driver Salary	36,000
Fuel Reimbursement	62,494
Car Maintenance	28,755
Co Contribution to PF	33,955
Total	858,034

C) Recognition or awards

Nil

D) Job profile and his suitability

He is an Entrepreneurial leader with 20 years expertise in R&D, Product Marketing, Exports, Business Development and ETO (Engineering to Order) Front End Processes like Engineering, Project Management and Tendering.

Therefore, his appointment will be in the best interest of the Company.

E) Remuneration proposed for the year 2016-17

Particulars	Amount (IN INR) Per Annum
Basic Salary	19,69,332
House Rent Allowance	9,84,672
Special Allowance	8,77,044
Children Education Allowance	As per Company Rules
Leave Travel Allowance	As per Company Rules
Medical Reimbursement	As per Company Rules
Books and Periodicals Reimbursement	As per Company Rules
Fuel Reimbursement	As per Company Rules
Maintenance of Car	As per Company Rules
Driver Salary	As per Company Rules
PF Employer Contribution	As per Company Rules
Company Car Lease	As per Company Rules
Hospital Insurance Premium	As per Company Rules
Variable Pay Amount	As per Company Rules
Gratuity	As per Company Rules
Leave Encashment	As per Company Rules
WESOP	As per Company Rules

F) 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 size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level appointees in other companies.

G) 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.

III. OTHER INFORMATION:

2015-16 was a year of rebalancing for your Company. The energy market responded in a mixed manner to all the external impacts, be it global influence, government initiatives or consumer sentiments. We saw business uptake in some nascent segments but at the same time saw a lull in a traditionally high demand segments like power generation, mining, etc. which impacted the performance of the Company, and put pressure on its P&L. These lead the Company's financial into the losses.

To improve the P&L of the Company in current economic environment, management strategically made choices to focus on transactional and services business along with new segments like building and water which will help to improve the financial. Also, Your Company has delivered some advanced solution like containerised sub-station, which will be a trend setter in the Energy sector and will help in profitable growth through innovative solutions.

IV. DISCLOSURES:

The other relevant disclosures mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the financial statement.

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

Anil Rustgi
Company Secretary

FCS-2362

Date: 08.08.2016
Place: New Delhi

Address: 135, Medha Apartments,
Mayur Vihar Phase- I Extension, Delhi 110091

Route Map to the Venue of the AGM: The Gateway Hotels, Vadodra, Akota Garden, Akota, Vadodra - 390 020, Gujarat.

