

Schneider Electric Infrastructure Limited

Notice of Annual General Meeting

NOTICE is hereby given that the Second Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Tuesday, the 31st day of July, 2012 at 09.00 AM at the 'Tropicana', The Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara-390 020, Gujarat to transact the following businesses:

As Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the financial year ended March 31, 2012 together with the Reports of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Anil Chaudhry, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Olivier Blum, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As Special Business:

To consider and if thought fit to pass with or without modification(s) the following as Ordinary Resolutions:

6. "RESOLVED that Mr. Vinod Kumar Dhall, who was appointed as an Additional Director at the Board Meeting held on 16th December, 2011 and who holds office as such up to the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956, as amended from time to time (the "Act") and Article 30(13) of the Articles of Association of the Company ("Articles") and in respect of whom the Company has received a notice in writing from a member, under Section 257 of the Act, signifying the member's intention to propose Mr. Vinod Kumar Dhall as a candidate for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."
7. "RESOLVED that Mr. Ranjan Pant, who was appointed as an Additional Director at the Board Meeting held on 16th December, 2011 and who holds office as such up to the date of this Annual General Meeting, pursuant to Section 260 of the Act and Article 30(13) of the Articles and in respect of whom the Company has received a notice in writing from a member, under Section 257 of the Act, signifying the member's intention to propose Mr. Ranjan Pant as a candidate for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."
8. "RESOLVED that Mr. Prakash Kumar Chandraker, who was appointed as an Additional Director at the Board Meeting held on 16th December, 2011 and who holds office as such up to the date of this Annual General Meeting, pursuant to Section 260 of the Act and Article 30(13) of the Articles and in respect of whom the Company has received a notice in writing from a member, under Section 257 of the Act, signifying the member's intention to propose Mr. Prakash Kumar Chandraker as a candidate for the office of Director, be and is hereby appointed a Director of the Company."

To consider and if thought fit to pass with or without modification(s) the following as Special Resolutions:

9. "RESOLVED that the Company hereby accords its approval under Sections 198, 269, 309 and other applicable provisions, if any, of the Act read with Schedule XIII thereto, the Articles and subject to such other approvals as may be necessary in this regard, to the appointment of Mr. Prakash Kumar Chandraker as Managing Director of the Company, for a period of three years, with effect from 16th December 2011, on the terms and conditions including terms of remuneration as set out in the Agreement to be entered into between the Company of the one part and Mr. Prakash Kumar Chandraker of the other part, a summary of which is set out in the Explanatory Statement in relation to this resolution.
RESOLVED FURTHER that subject to the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxation (s) by the Central Government to the Schedule XIII to the Act, the Board be and is hereby authorized to do all those things, deeds and matters as may be incidental or necessary including modification or variation of the terms and conditions of the appointment and payment of remuneration of Mr. Prakash Kumar Chandraker without any further reference to the Company in a General Meeting."
10. "RESOLVED that the Company hereby accords its approval under Sections 198, 269, 309 and other applicable provisions, if any, of the Act, read with Schedule XIII thereto, to the appointment of Mr. Alexandre Tagger as Whole-time Director of the Company with effect from 1st April, 2012 for a period of 3 years.
RESOLVED FURTHER that subject to the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxation (s) by the Central Government to the Schedule XIII to the Act, the Board of Directors be and is hereby authorized to do all those things, deeds and matters as may be incidental or necessary including modification or variation of the terms and conditions of the appointment and payment of remuneration of Mr. Alexandre Tagger without any further reference to the Company in General Meeting"
11. "RESOLVED that the Company hereby accords its approval under Sections 198, 269, 309 and other applicable provisions, if any, of the Act read with Schedule XIII thereto, to the remuneration recorded in the books of accounts of the Company as having been paid to Mr. Graham Johnson in his capacity as an Executive Director of the Company, for the period from 1st April, 2011 to 16th December, 2011 by virtue of:
(1) his appointment as a Director of the Company with effect from 12th March, 2011;

- (2) the transfer of his employment to the Company with effect from 1st April, 2011 as a result of the Scheme of Arrangement for Demerger (under Sections 391 to 394 of the Act) between Areva T&D India Limited (now known as Alstom T&D India Limited) and the Company which was made effective on 26th November 2011; and
- (3) his resignation as a Director and employee of the Company with effect from 16th December, 2011.

RESOLVED FURTHER that subject to the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxation (s) by the Central Government to the Schedule XIII to the Act, the Board of Directors be and is hereby authorized to do all those things, deeds and matters as may be incidental or necessary in this regard without any further reference to the Company in General Meeting".

12. "RESOLVED that pursuant to the provisions of Section 31 and other applicable provisions of the Act, if any, and subject to any other approval, sanction or permission as may be required under the Act or any other enactment or law for the time being in force, if any, the existing Article 30(17) of the Articles, be and is hereby substituted with the following clause:

"Unless otherwise determined by the Company in a General Meeting, each Director (other than a Managing or Whole-time Director of the Company) shall be entitled to receive out of the funds of the Company, for his service in attending meetings of the Board or a Committee of the Board, a fee of Rs. 20,000 per meeting of the Board or a Committee of the Board attended by him. The Directors (other than a Managing or Whole-time Director of the Company) shall also be entitled to receive a commission (to be divided between them in such manner as they may, from time to time, determine and, in default of determination, equally) of one percent of the net profits of the Company computed in the manner referred to in sub-section (1) of Section 198 of the Act, in any financial year. All other remuneration, if any, payable by the Company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of these Articles and of the Act. The Directors shall be entitled to be paid their reasonable travelling, lodging and other expenses incurred in consequence of them attending meetings of the Board or a Committee of the Board or otherwise incurred in the execution of their duties as Directors."

RESOLVED FURTHER that the consent of the members be and is hereby accorded for the payment of sitting fees as per the amended Article 30(17) to the Directors of the Company (other than a Managing or Whole-time Director of the Company) with effect from 16th December, 2011 for attending each meeting of the Board or any Committee thereof during the financial year ended as on 31st March, 2012 and thereafter as may be decided by the Board of Directors of the Company subject to amended Article 30(17) and the limits prescribed by the Central Government from time to time."

Registered Office:

Milestone 87, Vadodara, Halol Highway
Village Kotambi, P.O. Jarod,
Vadodara 391 510, Gujarat

By order of the Board

C.S. Ashok Kumar
Company Secretary

18th June, 2012

Notes:

1. Explanatory Statement pursuant to Section 173(2) of the Act, in respect of business under items set out above as special business to be transacted at the Annual General Meeting are annexed hereto and forms part of this Notice. The information and disclosure required under Clause 49 of the listing agreement is set out under relevant items in the Explanatory Statement.
2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting. Such proxy need not be a member of the company.
3. An instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
4. Members / Proxies attending the Meeting are requested to bring their completed attendance slips (sent herewith) along with the copy of Annual Report to the Annual General Meeting.
5. A member desirous of getting any information on the accounts of the Company is requested to forward his / her query(ies) to the Company at least one day prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same at the Annual General Meeting.
6. The documents referred to in the Notice and the Explanatory Statement annexed hereto are available for inspection by the Members of the Company at the Registered Office of the Company between 2:00 P.M. to 4:00 P.M. on any working day of the Company.
7. Members are requested to notify any change in their address / mandate / bank details immediately to the Company's Registrars and Share Transfer Agents, namely C B Management Services (P) Limited at P-22 Bondel Road, Kolkata 700019.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

Item 6

At the Board meeting held on 16th December 2011, Mr. Vinod Kumar Dhall was appointed as an Additional Director of the Company. In terms of Section 260 of the Act, read with Article 30(13) of the Articles, Mr. Dhall holds office as such Director until the date of this Annual General Meeting of the Company. The Company has received a notice in writing along with the requisite deposit from a Member, under Section 257 of the Act, signifying his intention to propose Mr. Dhall for appointment as a Director of the Company.

Brief particulars of Mr. Vinod Kumar Dhall are given hereunder:

Mr. Dhall entered the Indian Administrative Service in 1966 and held many important positions including Secretary, Government of India. Subsequently, he was the first Member and acting Chairman of the Competition Commission of India for about 5 years till he resigned in July, 2008. During his career, he specialized in the fields of Corporate Affairs, Industry, Commerce and Finance, in which his total experience has been for about 27 years. This includes economic regulatory experience in the areas of capital markets, insurance, and corporate affairs, as well as direct experience of running businesses as CEO of government owned companies.

Mr Dhall is on the Board of Directors of certain Companies in financial sector viz, ICICI Prudential Life Insurance Co. Ltd., ICICI Prudential Trust Ltd., ICICI Prudential Pension Fund Co. Ltd. and in Asian Hotels (North) Ltd, as well as on advisory / expert committees of chambers of commerce, philanthropic bodies and other organisations. He is the Chairman/ Member of following Committees viz Policy holders Protection and Customer Relation Committee, Share Transfer Committee and Compensation and Nomination Committee of ICICI Prudential Life Insurance Co. Ltd, Audit Committee of ICICI Prudential Trust Ltd, and in Board risk Management and Audit Committee of ICICI Prudential Pension Fund Co. Ltd.

Currently, Mr. Dhall heads a law firm, Dhall Law Chambers, specializing in competition law. He has a 'best friend' relationship in this area of law with global law firm, Linklaters. He is Senior Consultant on competition law and policy to the Royal Government of Bhutan. He also advises / lectures on corporate governance issues and competition law and policy and is a resource person to reputed academic and other institutions/organizations in India

Mr. Dhall does not hold any equity shares of the Company as on the date of this Notice.

Considering his background and experience, the Board was of the opinion that the appointment of Mr. Dhall as a Director, will be of great benefit to the Company.

The Directors recommend passing of the resolution set out in Item 6 of the Notice.

Excepting Mr. Dhall, no other director is concerned or interested in this resolution.

Item 7

At the Board meeting held on 16th December 2011, Mr. Ranjan Pant was appointed as an Additional Director of the Company. In terms of Section 260 of the Act, read with Article 30(13) of the Articles, Mr. Pant holds office as such Director until the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a Member, under Section 257 of the Act, signifying his intention to propose Mr. Pant for appointment as a Director of the Company.

Brief particulars of Mr. Pant are given hereunder:

Mr. Ranjan Pant is a global strategy management consultant and change management leader who advises Chief Executive Officers. Mr. Pant serves as an Executive in Residence at Babson's F. W. Olin Graduate School of Management. Mr. Pant was a Partner at Bain & Co., strategy consulting where he led the worldwide Utility Practice. He was also a Director, Corporate Business Development, at General Electric headquarters.

Mr. Pant received an M.B.A., from The Wharton School, University of Pennsylvania and a Bachelor in Engineering from the Birla Institute of Technology and Science, Pilani.

Mr. Pant holds directorships in DSP Blackrock Investment Managers Pvt. Ltd., HDFC Standard Life Insurance Co. Ltd., Mahindra USA Inc, and Mahindra (China) Tractor Company Limited. He is also on the Board of few Private Limited Companies. He is the Chairman of the Compensation Committee in HDFC Standard Life Insurance Co. Ltd and a Member of the Audit Committee - DSP Blackrock Investment Managers Pvt. Ltd.

Mr. Pant does not hold any equity shares of the Company as on the date of this Notice.

The Directors recommend passing of the resolution set out in Item 7 of the Notice.

Excepting Mr. Pant, no other director is concerned or interested in this resolution.

Item 8 and 9

At the Board meeting held on 16th December, 2011, Mr. Prakash Kumar Chandraker was appointed as Additional Director of the Company. In terms of Section 260 of the Act and Article 30(13) of the Articles, Mr. Chandraker will hold office as such Director until the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a Member, under Section 257 of the Act, signifying his intention to propose Mr. Chandraker for appointment as a Director of the Company.

Further, in the same meeting held on 16th December 2011, the Board appointed Mr. Chandraker as Managing Director of the Company, with immediate effect, for a period of three years, subject to the approval of the shareholders. In terms of Article 36 of the Articles, Mr. Chandraker shall not be liable to retirement by rotation till he continues to hold such office. The terms and conditions of the appointment are set out in a separate Agreement to be entered into between Mr. Chandraker and the Company, the relevant provisions of which are briefly discussed below:

I. Salary :

Rs.2,25,000/- (Rupees two lakhs twenty five thousand only) per month with such increases as may be determined by the Board from time to time.

II. Bonus :

Mr. Chandraker shall be entitled to a bonus based on the Company's bonus scheme (Short Term Incentive Scheme) as may be approved by the Board.

III. Perquisites:

(a) Chandraker shall be entitled to perquisites such as furnished accommodation (or House Rent Allowance in lieu thereof) including gas, electricity and water, maintenance charges, reimbursement of medical expenses, medical insurance, leave travel concession for self and family, club fees, accident insurance and such other perquisites as may be decided from time to time.

For the purpose of calculating the annual value of the perquisites, the same shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost. Provision for use of car for official duties and telephone at residence shall not be included in the computation of the perquisites value.

(b) The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(c) Gratuity shall be paid at a rate not exceeding half month's salary for each completed year of service and this would not be considered as remuneration or perquisite for the purpose of computing commissions or minimum remuneration.

(d) Encashment of leave as per the Rules of the Company.

(e) In the event of loss or inadequacy of profits of the Company in any financial year during the tenure of Mr. Chandraker, he shall be entitled to receive the total remuneration (excluding the exempted perquisites at (b), (c) and (d) above) not exceeding Rs.48,00,000/- per annum subject to such payment being approved by the Remuneration Committee in terms of the regulations contained in Part II, Section II of Schedule XIII to the Companies Act, 1956.

(f) In the year of adequate profits, the total remuneration paid to him for a financial year, inclusive bonus as per II above (but excluding the exempted perquisites as detailed above) shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 1956, as may be applicable for that financial year.

Brief particulars of Mr. Chandraker are given hereunder:

Mr. Chandraker is a graduate in Electrical Engineering from Govt. Engineering College, Raipur (NIT Raipur). He has done Business Leadership from IIM Bangalore and Management leadership from Management Centre Europe (MCE).

Mr. Chandraker was the Head of the Energy Automation in India Region and has a working experience of 26 years in power sector. He has held many challenging positions (Business Segment Manager, Operations Director, Unit Head, etc.) in Cegelec India, Alstom T&D Systems India, Areva T&D India Limited. He was awarded for excellence in operations.

Mr. Chandraker was the head of the Energy Automation team which lead implementation of Unified Load Despatch Centre (ULDC) Scheme for Northern Region, North-Eastern Region and Eastern Region for Power Grid Corporation of India Limited (PGCIL) and various Electricity Boards in India.

Mr. Chandraker does not hold any equity shares of the Company as on the date of this Notice.

Considering his background and experience, the Board is of the opinion that the appointment of Mr. Chandraker, as Managing Director, will be of beneficial to the Company and accordingly recommends the acceptance of the resolution set out in Items 8 and 9 of the Notice.

Excepting Mr. Prakash Kumar Chandraker no other director is concerned or interested in these resolutions.

Item 10

Mr. Alexandre Tagger was appointed as the First Director of the Company named in the Articles of Association of the Company. At the Audit Committee meeting held on 16th December 2011, he was designated as the Chief Finance Officer of the Company.

Brief particulars of Mr. Tagger are given hereunder:

Mr. Alexandre Tagger started his career at JP Morgan in London in 1994 in Corporate Finance focusing on European domestic and cross-border mergers & acquisitions in the financial sector. Mr. Tagger joined Schneider Electric in Paris in 2004 and was promoted to Vice President, External Growth – Mergers & Acquisitions in 2007 and additionally named Global M&A Co-ordinator for the Group in 2008. Mr. Tagger was fully involved in the Areva T&D consortium acquisition in partnership with Alstom, including the review and structuring with regard to Areva T&D India. Since August 2010,

Mr. Tagger is based in Delhi, where he has overseen the statutory requirements under the open offer and other related formalities as per the consortium agreement. He has been on the Board of AREVA T&D India Limited from February 2011 to December 2011 representing Schneider Electric to oversee the separation process.

Mr. Tagger holds a graduate degree from Ecole de Management Lyon as well as a Master's of Business Administration from the University of Texas Red McCombs Graduate School of Business (1994).

Mr. Tagger does not hold any equity shares of the Company as on the date of this Notice.

He is also a Director on the Board of Energy Grid Automation Transformers and Switchgears India Ltd, the Holding Company.

Brief particulars of Mr. Tagger are also given in the Report on Corporate Governance to the members.

Mr Tagger is being deputed to the Company from Schneider Electric India Pvt Limited (SEIPL) on a whole time basis and the cost for the year 2012-13 of Mr Tagger's deputation will be recharged to the Company by the SEIPL. This cost will not exceed 5% of the net profits of the Company and will compose the following:

Basic Per Annum	:	Rs. 34,56,000
Allowances and Perquisites Per Annum	:	Rs.1,06,89,562
Total Cost to Company	:	Rs.1,41,45,562

At the Board meeting held on 29th May, 2012, Mr. Tagger was appointed as a Whole-time Director for a period of 3 years.

In terms of the Articles of Association, as a Whole-time Director, Mr Tagger shall not be liable to retire by rotation.

This may be treated as a notice under section 302 of the Companies Act, 1956.

The Directors recommend passing of the resolution set out in Item 10 of the Notice as special resolution.

Excepting Mr. Tagger, no other Director is concerned or interested in this resolution.

Item 11

Mr. Graham Johnson was one of the first directors of the Company since the incorporation of the Company on 12th March, 2011. Mr. Johnson was also employed as Vice President (Energy Business) at Alstom T&D India Limited (formerly known as Areva T&D India Limited ("ATDIL")). In terms of the Scheme of Demerger between ATDIL and the Company, duly sanctioned by the Hon'ble High Courts of Gujarat and Delhi ("Scheme") which was made effective on 26th November, 2011, all employees of the demerged power distribution undertaking of ATDIL ("Undertaking") including Mr. Johnson, were transferred to the Company with effect from 1st April, 2011.

As a result of the Scheme becoming effective, Mr. Johnson may be considered to be an Executive Director of the Company with effect from 1st April 2011 by virtue of:

- (1) his directorship with the Company since 12th March 2011; and
- (2) his employment with the Company being made effective from 1st April 2011.

Mr. Johnson resigned as a Director of the Company with effect from 16th December 2011. Consequently, the books of accounts of the Company reflect a payment of Rs. 1,73,15,481 to Mr. Johnson as remuneration for the period from 1st April, 2011 to 16th December 2011.

As Mr. Johnson may be considered to be an Executive Director of the Company by virtue of his directorship and employment with the Company from 1st April 2011 to 16th December, 2011, the payment of remuneration reflected in the books of accounts of the Company requires the approval of the Members by special resolution in accordance with Sections 198, 269, 309 and other provisions, if any, of the Act read with Schedule XIII thereto.

Please note that the books of accounts of the Company reflect sufficient profits as at 31st March, 2012 and that the payment of remuneration to Mr. Johnson reflected in the Company's books of accounts is within the limits prescribed under Sections 198, 269, 309 and other applicable provisions, if any, of the Act.

Please also note that this resolution is only sought to be passed to regularise the payment of remuneration to Mr. Johnson reflected in the books of accounts of the Company and that no additional payment was or will be made to Mr. Johnson as remuneration or otherwise as a Director of the Company on the basis of this resolution.

The Directors recommend passing of the resolution set out in Item 11 of the Notice as a special resolution.

None of the Directors is otherwise concerned or interested in the resolution.

Item 12

The non-executive Independent Directors of the Company are only paid sitting fees for attending meetings of the Board and Committees thereof. At present the sitting fees fixed under the Articles are not commensurate with the professional services rendered by the non-executive Independent Directors. Therefore, subject to the applicable provisions of the Act, it is proposed that Article 30(17) be amended as restated as set out in the resolution.

The Directors recommend passing of the resolution set out in Item 12 of the Notice as special resolution.

Excepting the non-executive Independent Directors, no other Director is concerned or interested in this resolution.

Registered Office:

Milestone 87, Vadodara, Halol Highway
Village Kotambi, P.O. Jarod,
Vadodara 391 510, Gujarat

By order of the Board

C.S. Ashok Kumar
Company Secretary

18th June 2012

Schneider Electric Infrastructure Limited

Important Communication for Shareholders

Dear Shareholder,

Date: June 18, 2012

Subject : Green initiative in Corporate Governance : Go paperless

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" and has issued Circulars on 21st April, 2011 and 29th April, 2011 inter-alia stating that the service of various documents by a Company can be made through electronic mode.

Keeping in view the above circulars, it is proposed to send the documents like Notice of the Annual General Meeting, Annual Reports, Financial Statements, Director's Report, Auditor's Report and Postal Ballot papers etc., for future years to you in electronic form at the email address. These documents will be electronically sent to those shareholders, who have already provided their email IDs to their respective Depository Participants unless they exercise their option to receive them in physical form by visiting the following Web Page of our Registrars within 31st December 2012.

Those who are holding shares in Demat mode but have not provided their e-mail address are requested to provide the same to their respective Depository Participants immediately. However, those who intend to receive the above documents in physical form, please exercise their option within 31st December 2012 by visiting the undernoted Web Page of our Registrars.

Shareholders, holding shares in physical mode are requested to visit the undernoted web page and register their email IDs and also exercise their option within 31st December 2012, if they intend to receive the documents in physical form.

Please note that even if you opt for servicing of documents in electronic mode, you are also entitled for a copy of Annual Report of the Company and all other documents as mentioned above upon receipt of a requisition from you, any time, as a shareholder of the Company.

We trust that as a responsible citizen of the Country, you will certainly take part in the Green initiative taken by the Ministry and your Company's desire to participate in such initiative.

Please visit/click this web page: www.cbmsl.com/green.php

Thanking you,

Yours faithfully,

For Schneider Electric Infrastructure Limited

C.S. Ashok Kumar
Company Secretary

Schneider Electric Infrastructure Limited

(Applicable only to shareholders holding shares in physical form)

June 18, 2012

Dear Member,

National Electronic Clearing Service (NECS) for payment of dividend

The Company is extending the facility of NECS for payment of dividend. The salient features of the NECS facility are:

- The facility provides instant credit of dividend amount to your bank electronically at no extra cost. NECS also eliminates the delay in postal transit and fraudulent encashment of the dividend warrants.
- This scheme is optional.
- Under this facility, the amount of dividend payable to you would be directly credited to your bank account.

If you are interested in availing this option, you are requested to send to the Company's Registrars and Share Transfer Agents, C B Management Services (P) Ltd., Kolkata, the enclosed form duly completed together with photocopy of your Bank's cheque leaf to reach them not later than 20th. July 2012.

If you have already dematerialised your shares, there is no need to furnish these details to our Registrars and Share Transfer Agents as you need to furnish such details to your Depository Participants only.

Thanking you,

Yours faithfully,

For Schneider Electric Infrastructure Limited

C.S. Ashok Kumar
Company Secretary

C.B. Management Services (P) Ltd.

Unit – Schneider Electric Infrastructure Limited
P-22, Bondel Road
Kolkata – 700 019

Dear Sirs,

Payment of Dividend through NECS (NECS mandate form)

I hereby give my mandate to credit my Dividend on the shares held by me in Schneider Electric Infrastructure Limited directly to my Bank Account through National Electronic Clearing Service (NECS). The details of my Bank Account are given below:

(PLEASE USE CAPITAL LETTERS)

Folio No.	No. of Shares
Name of the first / sole Shareholder	: <table border="1" style="width: 100%; height: 15px;"></table>
Name of the Bank	: <table border="1" style="width: 100%; height: 15px;"></table>
Branch Name and Full Address	: <table border="1" style="width: 100%; height: 15px;"></table>
	: <table border="1" style="width: 100%; height: 15px;"></table>
	: <table border="1" style="width: 100%; height: 15px;"></table>
Account Type (Savings/Current/Cash Credit)	: <table border="1" style="width: 100%; height: 15px;"></table>
Account Number (as appearing on the cheque book)	: <table border="1" style="width: 100%; height: 15px;"></table>
Ledger Folio No.(If any, as appearing on the cheque book)	: <table border="1" style="width: 100%; height: 15px;"></table>
9-digit Code Number of the Bank and Branch (appearing on the MICR cheque issued by the Bank)	: <table border="1" style="width: 100%; height: 15px;"></table>

I hereby declare that the particulars furnished above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information provided as above or any error made by the Bank(s), the Company will not be held responsible. I hereby undertake to inform the Company immediately of any change in my Bank/Branch and account number.

Date :/..../12

Place:

Signature of the First/ Sole Shareholder

Encl: Photocopy of the Bank's cheque leaf.

