

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Thursday, the 25th September, 2014 at 11:30 A.M at the Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara 390 020, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2014 and the Balance Sheet as on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anil Chaudhry (DIN 03213517) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint S.R Batliboi & Co, LLP, Chartered Accountants (ICAI Registration No. 301003E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the fifth Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Manish Arun Jaiswal be and is hereby appointed as a Director of the Company”
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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Vinod Kumar Dhall (DIN 02591373), Director of the Company be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period not exceeding five consecutive years, subject to annual evaluation by the Board.”
6. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Ranjan Pant (DIN 00005410), Director of the Company be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period not exceeding five consecutive years, subject to annual evaluation by the Board.”
7. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. V.S. Vasudevan (DIN 00130205), Director of the Company be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a period not exceeding five consecutive years, subject to annual evaluation by the Board.”
8. To consider, and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** as recommended by the Audit Committee and the Board of Directors of the Company, the payment of remuneration of Rs. 4,00,000/- excluding service tax as applicable, to M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001), to carry out the audit of the Cost Accounting Records of the Company for the financial year ending 31st March, 2015 be and is hereby approved and ratified”.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government if any, the consent of the Company be and is hereby accorded to the appointment of Mr. Manish Arun Jaiswal (holding DIN: 06901832) as Whole Time Director of the Company with effect from 18th June, 2014 for a period of one year, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as “the Board” which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the remuneration as contained in the said statement be paid to Mr. Manish Arun Jaiswal as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification(s) as may be deemed to be in the best interest of the Company.”

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

“RESOLVED THAT the consent of the Members be and is hereby accorded in terms of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company for borrowing from time to time any sum or sums of money (exclusive of interest) not exceeding at any time of Rs. 450 Crores (Rupees Four Hundred Fifty Crores only) on such terms and conditions as the Board may deem fit, notwithstanding that the amount to be borrowed together with the sum already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification(s) as may be deemed to be in the best interest of the Company.”

Registered Office:

Milestone 87, Vadodara, Halol Highway
Village Kotambi, P.O. Jarod
Vadodara 391 510, Gujarat
CIN: L31900GJ2011PLC064420
Phone: 02668 662000 Fax: 02668 662200
Website: www.infra.schneider-electric.com/in
e-mail: sameet.gambhir@schneider-electric.com

By the order of the Board

Sameet Gambhir
Company Secretary

Date: 6th August, 2014

Place: Noida

NOTES:

- a. 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.

- b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at item 4 to 10 of the Notice as set out above, is annexed hereto.
- c. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19th September, 2014 to Thursday, 25th September 2014 (both days inclusive) for annual closing.
- d. 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 AGM.
- e. 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.
- f. 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.
- g. 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.
- i. 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.
- j. 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 Agents.
- k. 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 6700/2280
EMAIL: rta@cbmsl.com Contact Person: Mr. Shankar Ghosh
- l. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of this Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- m. Electronic copy of the Annual Report for the year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2013-14 is being sent in the permitted mode.

- n. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2013-14 will also be available on the Company's website www.infra.schneider-electric.com/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 Gujarat, Vadodara 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: sameet.gambhir@schneider-electric.com
- o. Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide facility to the members to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). A separate document containing e-Voting details and instructions is enclosed to this Annual Report.
- p. 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.

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 4 to 10 of the accompanying Notice.

Resolution No. 4

The Board of Directors at their meeting held on 22th May, 2014 appointed Mr. Manish Arun Jaiswal as an Additional Director of the Company with effect from date of allotment of Director Identification Number i.e.18.06.2014.

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

The Board recommends that he may be appointed as Director.

Except Mr. Manish Arun Jaiswal, no other Director or Key managerial personnel of the Company or their relatives is in any way concerned or interested, financial or otherwise in this Resolution.

Resolution No. 5

Mr. Vinod Kumar Dhall (DIN 02591373) is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013. Mr. Vinod Kumar Dhall being eligible for appointment, is proposed to be appointed as an Independent Director for a period not exceeding five consecutive years. A Notice has been received from a member proposing Mr. Vinod Kumar Dhall as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Vinod Kumar Dhall fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinod Kumar Dhall as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Vinod Kumar Dhall as an Independent Director, for the approval by the shareholders of the Company.

A brief resume of Mr. Vinod Kumar Dhall as required in terms of Clause 49 of the Listing Agreement is given elsewhere in this Notice.

Except Mr. Vinod Kumar Dhall, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5.

Resolution No. 6

Mr. Ranjan Pant (DIN 00005410) is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013. Mr. Ranjan Pant being eligible for appointment, is proposed to be appointed as an Independent Director for a period not exceeding five consecutive years. A Notice has been received from a member proposing Mr. Ranjan Pant as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Ranjan Pant fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ranjan Pant as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Ranjan Pant as an Independent Director, for the approval by the shareholders of the Company.

A brief resume of Mr. Ranjan Pant as required in terms of Clause 49 of the Listing Agreement is given elsewhere in this Notice.

Except Mr. Ranjan Pant, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6.

Resolution No. 7

Mr. V.S. Vasudevan (DIN 00130205) is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013. Mr. V.S. Vasudevan being eligible for appointment, is proposed to be appointed as an Independent Director for a period not exceeding five consecutive years. A Notice has been received from a member proposing Mr. V.S. Vasudevan as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Ranjan Pant fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. V.S. Vasudevan as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. V.S. Vasudevan as an Independent Director, for the approval by the shareholders of the Company.

A brief resume of Mr. V.S. Vasudevan as required in terms of Clause 49 of the Listing Agreement is given elsewhere in this Notice.

Except Mr. V.S. Vasudevan, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7.

Resolution No. 8

The Board on the recommendation of the Audit Committee appointed, M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001) as Cost Auditors of the Company for the financial year 2014-15.

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. It is proposed to pay a remuneration of Rs. 4,00,000.-/- excluding service tax as applicable for the year 2014-15 to M/s. Shome & Banerjee.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above Resolution.

The Board of Directors recommends the Resolution for your approval and ratification.

Resolution No. 9

Mr. Manish Arun Jaiswal was appointed as the Whole Time Director of the Company for a period of one year with effect from 18th June, 2014 subject the approval of share holders and Central Government, if required. The Board of Directors at their meeting held on 06th August, 2014 subject to the approval of the Shareholders and Central Government, if required, has appointed Mr. Manish Arun Jaiswal as the Whole Time Director of the Company for a period of one year with effect from 18th June, 2014.

Mr. Manish Arun Jaiswal has the experience of more than 23 years in Extra High, High & Medium voltage Switchgear Industry successfully associated with Swiss & French multinationals for last 8 years. An innovative, radical thinker and seasoned business manager with a proven background of developing Vision, Making Strategic Growth Plans & Execution, building Highly Motivated Team with their proper Growth/Succession Planning, Mr. Jaiswal was responsible till Dec 2011 for Primary Line of Business of the Company with multi-location world class facilities at Baroda and Kolkata.

The material terms and conditions of his appointment are as under.

Remuneration

Basic Salary	Rs. 25,55,364 p.a.
House Rent Allowance	Rs. 12,77,688 p.a.
Other Allowances	Rs. 21,18,918 p.a.

Perquisites

Co Contribution to Provident Fund	Rs. 306,648 p.a
Car	As per Company's rules
Telephone Mobile Other amenities	As per Company's rules
Medical Reimbursement	Rs. 15000/- p.a.
Professional Development expenses	Rs. 7000/- p.a

Note: The above remuneration doesn't include the performance incentive, if any and the Gratuity and the retiral benefits

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

Except Mr. Manish Arun Jaiswal, no other Director and Key Managerial person or their relatives are concerned or interested in the Resolution.

Resolution No. 10

For the future funding requirements, if any, in view of future growth plans of the Company, the Board of Directors hereby seeks the members' approval by way of Special Resolution, pursuant to Section 180 (1) (c) of the Companies Act, 2013, to authorize the Board to borrow amounts upto Rs.450 Crores (Rupees Four Hundred Fifty Crores Only).

None of the Directors and Key Managerial Personnel and their relatives are interested in this Resolution except to the extent of their shareholding in the Company.

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to Clause 49 (IV) (G) (i) of the Listing Agreement:

Name of Director	Mr. Anil Chaudhry	Mr. Vinod Kumar Dhall	Mr. Ranjan Pant	Mr. V.S. Vasudevan	Mr. Manish Arun Jaiswal
List of Companies in which Directorship is held	Schneider Electric India Private Limited Schneider Electric President Systems Limited Invensys India Private Limited Schneider Electric Lanka (Private) Limited Energy Grid Automation Transformers and Switchgears India Limited	ICICI Prudential Life Insurance Company Limited ICICI Prudential Trust Limited ICICI Prudential Pension Funds Management Company Limited Bharti Infratel Limited Orient Cement Limited	DSP Blackrock Investment Managers Private Limited I S R Projects Private Limited Perseus India Advisors Private Limited S P V Project Consultants Private Limited Mahindra Two Wheelers Limited DSP Blackrock Pension Fund Managers Private Limited Morarjee Textiles Limited	Schneider Electric President Systems Limited Vishar Portfolio Investment Private Limited Win Information Technology Private Limited	NIL
Chairman/ Member of the Committee (s) of Board of Directors of Other Companies	NIL	(ICICI Prudential Life Insurance Company Limited Board Nomination & Remuneration Committee Member Share Transfer Committee Chairman Board Customer Service & Policyholders' Protection Committee Chairman Board Corporate Social Responsibility Committee Chairman (ICICI Prudential Pension Funds Management Company Limited) Board Risk Management & Audit Committee Member Board Nomination & Remuneration Committee Chairman (ICICI Prudential Trust Limited) Audit Committee Member (Orient Cement Limited) Audit Committee Member Remuneration Committee Member Shareholders/ Investors Relation Committee Chairman Management Committee Member (Bharti Infratel Limited) Audit Committee Member		Member, Nomination and Remuneration Committee and Member of Audit Committee of Schneider Electric President Systems Limited	NIL
Committee Membership, if any, in Schneider Electric Infrastructure Limited	Nomination & Remuneration Committee	Nomination & Remuneration Committee Audit Committee	Stakeholder's Relationship Committee Risk Management Committee Corporate Social Responsibility (CSR) Committee Nomination & Remuneration Committee Audit Committee	Risk Management Committee Corporate Social Responsibility (CSR) Committee Nomination & Remuneration Committee Audit Committee Stakeholder's Relationship Committee	NIL
No. of Shares held in the Company	Nil	Nil	Nil	Nil	Nil

Other details pursuant to Clause 49 (IV) (G) (i) of the Listing Agreement are provided in the report of Corporate Governance part of the Annual Report for the year 2013-14

Registered Office:

Milestone 87, Vadodara, Halol Highway Village Kotambi,
P.O. Jarod Vadodara 391 510, Gujarat
CIN: L31900GJ2011PLC064420
Phone: 02668 662000 Fax: 02668 662200
Website: www.infra.schneider-electric.com/in
e-mail: sameet.gambhir@schneider-electric.com
Date: 6th August, 2014 Place: Noida

By the order of the Board

Sameet Gambhir
Company Secretary

DETAILS AS REQUIRED UNDER SCHEDULE V PART II SECTION II 1(B) (iv)

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

(Amount In MINR)

Income:	31.03.14	31.03.13	31.03.12
Net Sales	12,156.51	13,104.13	13491.92
Other Income	450.33	68.31	43.09
Total Income	12,606.84	13,172.44	13535.01
Profit before Taxation	-1,249.27	-280.68	612.94
Profit After Taxation	-1,249.27	-284.59	397.65
Dividend Payout	--	-	95.64
Corporate Tax on Dividend	--	-	15.52
Dividend (%)	--	-	20%
Earnings per Share	-5.22	-1.19	1.66

5. Foreign investments or collaborations, if any:

Please refer to the Annual Report

II. Information about the appointee:

a. Background details of Mr. Manish Arun Jaiswal

Mr. Manish Arun Jaiswal has the experience of more than 23 years in Extra High, High & Medium voltage Switchgear Industry successfully associated with Swiss & French multinationals for last 8 years. An innovative, radical thinker and seasoned business manager with a proven background of developing Vision, Making Strategic Growth Plans & Execution, building Highly Motivated Team with their proper Growth/Succession Planning, Mr. Jaiswal was responsible till Dec 2011 for Primary Line of Business of the Company with multi-location world class facilities at Baroda and Kolkata.

b. Past remuneration

Basic Salary	Rs. 25,55,364 p.a.
House Rent Allowance	Rs. 12,77,688 p.a.
Other Allowances	Rs. 21,18,918 p.a.

Perquisites

Co Contribution to Provident Fund	Rs. 306,648 p.a.
Car	As per Company's rules
Telephone Mobile Other amenities	As per Company's rules
Medical Reimbursement	Rs. 15000/- p.a.
Professional Development Expenses	Rs. 7000/- p.a.

Note: The above remuneration doesn't include the performance incentive, if any and the Gratuity and the retiral benefits

c. Recognition or awards/Achievements

- **Outstanding Performance Award** from Managing Director & Vice Chairman, ABB Ltd in 2005.
- Received the **BEST TQM PRACTICE AWARD** in TQ convention 1994.

d. Job profile and his suitability:

As Whole Time Director, he will be responsible for the operations of Schneider Electric Infrastructure Limited, i.e, Manufacturing, design, build and service technologically advanced products and systems for electricity distribution.

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

e. Remuneration proposed

- i. Remuneration: Rs. 80,32,372 per annum gross with authority to the Board or a Committee thereof to grant annual increments and any additional performance Incentive as may be decided by the Board, based on merit and taking into account the Company's performance;
- ii. Benefits, perquisites and allowances as may be determined by the Board from time to time.

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)

The remuneration of the Whole time Director is commensurate with remuneration of Board level positions in the similar sized domestic companies, taking into consideration the responsibilities shouldered by them.

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:

The fiscal year 2013-14 has been significantly challenging for the Company. The prolonged slowdown in the economic activity, weak market sentiments, subdued infrastructure activity, tight financing environment prevailing in Indian Electric Infrastructure industry continue to put pressure on SEIL's P&L. The company had also restructured its transformer facility to minimize the fixed cost and optimising its capacity. Further it had created provisions for pre-acquisition one off charges like old legacy debtors, tax litigation etc. These lead the company's financial in to losses.

To deal with tough environment and for profitability, management is focusing on new segments with mission critical application like Oil & Gas, Metro, Ports along with conventional offerings which helped to grow in order intake which has medium term execution cycle. Further we are gearing up for building/ customising our offerings, localisation, introducing latest technologies to cater & align with the local demand and the new govt's vision for building Smart Cities.'

IV. Disclosures:

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:—

1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
2. details of fixed component and performance linked incentives along with the performance criteria;
3. service contracts, notice period, severance fees;
4. stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The above applicable details have been provided elsewhere in the accompanied Annual Report.

Registered Office:

Milestone 87, Vadodara, Halol Highway
Village Kotambi, P.O. Jarod
Vadodara 391 510, Gujarat
CIN: L31900GJ2011PLC064420
Phone: 02668 662000 Fax: 02668 662200
Website: www.infra.schneider-electric.com/in
e-mail: sameet.gambhir@schneider-electric.com

By the order of the Board

Sameet Gambhir
Company Secretary

Date: 6th August, 2014

Place: Noida

Schneider Electric Infrastructure Limited

Registered Office:

Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat
Ph. No.: 02668 662000, Fax: 02668 662200
www.infra.schneider-electric.com/in

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companiesw (Management and Administration) Rules, 2014]

04th Annual General Meeting – September 25th, 2014

Name of the member(s):.....

Registered address:.....

.....

Email:..... Folio no. / Client ID:.....

DP ID:.....

I / We, being the member(s) of..... shares of the above
named company, hereby appoint

Name:..... Email:.....

Address:.....

.....

.....
Signature

or failing him / her

Name:.....

Email:.....

Address:.....

.....

.....
Signature

or failing him / her

Name:.....

Email:.....

Address:.....

.....

.....
Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 4th Annual General Meeting of the Company, to be held on September 25, 2014 at 11:30 A.M at Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara 390 020, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt Audited Balance Sheet, Profit and Loss Account and the Reports of Directors and Auditors thereon for the year ended 31st March, 2014			
2.	To appoint Director in place of Mr. Anil Chaudhry, who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint Statutory Auditors and fixing their remuneration			
Special Business				
4.	To appoint Mr. Manish Arun Jaiswal as Director of the Company			
5.	To appoint Mr. Vinod Kumar Dhall as Independent Director of the Company			
6.	To appoint Mr. Ranjan Pant as Independent Director of the Company			
7.	To appoint Mr. V.S. Vasudevan as Independent Director of the Company			
8.	To ratify and approve the payment of remuneration to the Cost auditors for the year ending 31st March, 2015			
9.	Special Resolution to appoint Mr. Manish Arun Jaiswal as Whole-Time Director of the Company			
10.	Special Resolution under the provisions of Section 180 (1) (c) of the Companies Act, 2013 to consider and approve the borrowing powers up to Rs. 450 Crores			

Signed this..... day of 2014.

.....
Signature of the Member

.....
Signature of the Proxy holder(s)

Affix
Revenue
Stamp here

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Schneider Electric Infrastructure Limited

Registered Office:

Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat
Ph. No.: 02668 662000, Fax: 02668 662200
www.infra.schneider-electric.com/in

Attendance slip**04th Annual General Meeting – September 25th, 2014**

DP ID No.	
Client ID No.	
Registered Folio No.	
Number of Shares Held	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 04th Annual General Meeting of the Company at Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara 390 020, Gujarat on Thursday, 25th September, 2014 at 11:30 A.M

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Member / Proxy

NOTE : PLEASE FILL UP THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE AGM.