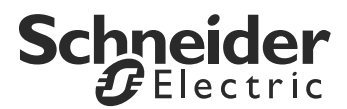


Life Is On



Notice of

Schneider Electric
Infrastructure Limited
Annual General Meeting 2018

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

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

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (AGM/ Meeting) of the Members of Schneider Electric Infrastructure Limited will be held on Friday, 14th day of the September 2018 at 11:00 a.m. at Four Point Sheraton, 1275, Ward No. 7, Fateh Gunj, Vadodara, Gujarat - 390 002, India 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 March 31, 2018, reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Anil Chaudhry (DIN 03213517), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment as Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Chaudhry (DIN 03213517), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To consider appointment of Ms. Bidisha Nagaraj (DIN: 08080159) as a Non-Executive Director of the Company and, in this regard, pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act] Ms. Bidisha Nagaraj (DIN: 08080159), who was appointed as an Additional Director by the Board of Directors with effect from March 7, 2018, in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

4. To re-appoint Mr. Vivek Sarwate (DIN: 07424152) as Whole-time Director in Professional capacity and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment and payment of remuneration to Mr. Vivek Sarwate (DIN: 07424152) as the Whole Time Director and Key Managerial Personnel of the Company in Professional Capacity, for a further period of 2 (two) years with effect from February 4, 2018 on the material terms and conditions and the remuneration with effect from April 1, 2018 as follows:-

Particulars	Remuneration Per Annum (2018-19) Amount (In Rupees)
Basic Salary	22,33,620
House Rent Allowance	11,16,816
Special Allowance	18,58,192
Other Perks & Allowances	As per Company Policy

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 and/or remuneration as per Company policy for annual assessments and increments based on the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

5. To re-appoint Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer in Professional capacity and in this regard, pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment and payment of remuneration to Mr. Prakash Kumar Chandraker (DIN: 05150366) as the Managing Director and Chief Executive Officer of the Company in Professional capacity from December 16, 2017 till July 31, 2018:-

Particulars	Remuneration Per Annum (2018-19) Amount (In Rupees)
Basic Salary	46,83,552
House Rent Allowance	23,41,776
Special Allowance	30,76,020
Other Perks & Allowances	As per Company Policy

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

6. To consider appointment of Mr. Bruno Bernard Dercle (DIN: 08185909) as Managing Director and Chief Executive Officer (CEO) of the Company in Professional capacity and, in this regard, pass the following resolution as **Special Resolution:**

“**RESOLVED THAT** Mr. Bruno Bernard Dercle (DIN: 08185909), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from August 1, 2018, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office till the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the Act) and the Articles of Association of the Company and subject to the approval of Central Government under Part I of Schedule V of the Act, consent of the members of the Company be and is hereby accorded for appointment and payment of remuneration to Mr. Bruno Bernard Dercle (DIN: 08185909) as the Managing Director and Chief Executive Officer for a period of 3 (three) years with effect from August 1, 2018 till July 31, 2021 in professional capacity on the following terms and conditions:-

Components	Remuneration Per Annum Amount (In Rupees)
Salary	1,30,06,857
Bonus (Target STIP)	18,66,390
Amenities including fully Furnished Accommodation, car benefit, tax assistance, annual family trips	49,53,553
Additional Benefits Viz. applicable taxes and social security as expat, Medical Reimbursement; Leave; Personal Accident/Mediclaim Policy/Household Insurance; Packing & shipping expenses etc.	As per Company Policy or as may be mutually agreed.

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. Bruno Bernard Dercle, the terms and conditions of appointment and/or remuneration as per Company policy for annual assessments and increments based on the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

7. To consider re-appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director for a second and final term of 3 (three) years effective from May 22, 2019 till May 21, 2022 and continuation of directorship after attainment of 75 years of age and, in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vinod Kumar Dhall (DIN: 02591373) who was appointed as an Independent Director of the Company for a term of 5 years upto May 21, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of 3 (three) years effective immediately after expiry of his current term on May 21, 2019 i.e. from May 22, 2019 till May 21, 2022.

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded for continuation of directorship of Mr. Vinod Kumar Dhall as an Independent Director on Board after attaining the age of 75 years.”

8. To consider re-appointment of Mr. Ranjan Pant (DIN: 00005410) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022 and, in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ranjan Pant (DIN: 00005410) who was appointed as an Independent Director of the Company for a term of 5 years upto May 21, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of 3 (three) years effective immediately after expiry of his current term on May 21, 2019 i.e. from May 22, 2019 till May 21, 2022.”

9. To consider re-appointment of Mr. Vishar Subramanian Vasudevan (DIN: 00130205) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022 and, in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vishar Subramanian Vasudevan (DIN: 00130295) who was appointed as an Independent Director of the Company for a term of 5 years upto May 21, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of 3 (three) years effective immediately after expiry of his current term on May 21, 2019 i.e. from May 22, 2019 till May 21, 2022.”

10. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company at a remuneration of Rs. 4,50,000 (Rupees Four Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2019 be and is hereby ratified.”

11. To consider, participation in the World Employee Share Ownership Plan (WESOP) Scheme and in this regard, pass 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 World 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 2018-19.

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

Date: July 27, 2018
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326
Regd. Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod, Vadodara 391 510, Gujarat

Notes:

- 1. A member entitled to attend and vote at the 8th Annual General Meeting (AGM/ Meeting), is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. The instrument appointing a proxy/proxies to be effective, should be deposited at the registered office of the Company duly completed and signed not less than Forty-Eight hours (48) before the commencement of the meeting. A Proxy form is enclosed.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or member.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and the Corporate office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting, and also at the Meeting.
3. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2]; and the explanatory statement under section 102 of the Act, are annexed as Annexure-I.

Details as Required Under Schedule V Part II Section II of Companies Act, 2013 is attached as Annexure-II.

The Company has received the consents / declarations for their appointments / re-appointments under the Companies Act, 2013 and the rules thereunder.

4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 23.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representatives together with the specimen signatures of the representative(s) to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 8, 2018 to Friday, September 14, 2018 (both days inclusive).
7. Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of the auditor M/s S.R. Batliboi & Co. LLP was made by the members in their Annual General Meeting ("AGM") held on August 11, 2015 for a period of five year i.e. from the 5th AGM till the 10th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
8. The Annual Report for the FY 2017-18 (Annual Report); Notice of 8th AGM along with the attendance slip and Proxy form; notice of e-voting etc. are being sent to the members through e-mail who have registered their email ids with the Company/Depository Participants(DPs)/ Company's Registrars and Share Transfer Agents, M/s. CB Management Services (P) Limited (RTA).

Members are requested to update their preferred e-mail ids with the Company/ DP/ RTA which will be used for purpose of future communications.

Members whose email id is not registered are being sent physical copies of the said Annual Report and Notice at their registered address through permitted mode. To support the 'Green Initiative' the members who have not registered their e-mail addresses are requested to register the same with RTA.

9. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company Secretary at email id: company.secretary@schneider-electric.com or write to the Company at its registered office address or to the RTA at "Unit: Schneider Electric Infrastructure Limited, P-22, Bondel Road, Kolkata - 700 019.
10. The Notice and the Annual report will also be available under the Investor Relations section on the website of the Company www.schneider-infra.in and NSDL e-voting website for download.
11. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof with the RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
12. In case you wish to change/update the NECS/ECSmandate, please write to the RTA. However, for the shares held in demat form, please write to your DP.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with the RTA.

SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.

15. Members/ proxies/ Authorized Representatives are requested to bring to the meeting necessary details of their shareholding, duly filled admission/ attendance slip(s) and copy(ies) of their Annual Report.
16. Non-Resident Indian members are requested to inform the RTA/ respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement and (b) particular of their bank accounts maintained in India with complete details.
17. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.

18. Appeal to Shareholders:

- a. Email Registration: The members are requested to register their email ids to obtain faster, accurate and complete communications from the Company.
 - b. Demat Holding: Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
19. For the security and safety of the members, the shareholders/ attendees are strictly requested not to bring any article/ baggage including water bottles and tiffin boxes at the AGM venue.
 20. A Route map along with prominent landmark for easy location to reach the AGM venue is provided at the end of this notice.
 21. 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.
 22. 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.
 23. 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 8th Annual General Meeting (AGM) by electronic means and the business 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 facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Tuesday, September 11, 2018
End of remote e-voting	Upto 5:00 p.m. (IST) on Thursday, September 13, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

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. Friday, September 7, 2018 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. Friday, September 7, 2018 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper. Any person who is not a member on the cut-off date should treat the notice for information purposes only.
- VII. The instructions for remote e-voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
5. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. How to cast your vote electronically on NSDL e-Voting system?
2. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nazim@mnkassociates.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in
- 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.nsdl.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. Friday, September 7, 2018.
- 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.schneider-infra.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.

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

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

Item No. 3

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, have appointed Ms. Bidisha Nagaraj as an Additional Director of the Company in capacity of Non-Executive Director with effect from March 7, 2018 liable to retire by rotation, subject to consent by the Members of the Company at the 8th Annual General Meeting ("AGM").

A copy of the letter of appointment, setting out the terms and conditions of appointment of Ms. Bidisha Nagaraj, is available for inspection, without any fee, by the members at the Company's registered office and corporate office during normal hours on working days up to the date of the AGM, and also at the Meeting.

The Company has received from Ms. Nagaraj (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

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

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Save and except Ms. Bidisha Nagaraj and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the members.

Item No. 4

Mr. Vivek Sarwate (DIN: 07424152) was appointed as the Whole-Time Director by the Members of the Company at the Annual General Meeting held on September 23, 2016 to hold office from February 4, 2016 till February 3, 2018.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on November 13, 2017 approved the re-appointment of Mr. Vivek Sarwate as Professional Director designated as Whole-Time Director of the Company with effect from February 4, 2018 to February 3, 2020

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof (the Act) for the time being in force, the re-appointment of Mr. Vivek Sarwate requires approval of the Members by way of special resolution.

The terms and conditions of the re-appointment and remuneration payable to Mr. Vivek Sarwate are provided in the resolution referred in Item No. 4.

Mr. Sarwate is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment.

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

In case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required for payment of remuneration, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates. Mr. Vivek Sarwate fulfills these conditions.

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

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Details as Required Under Schedule V Part II Section II of Companies Act, 2013 is attached as Annexure- II.

Save and except Mr. Vivek Sarwate and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

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

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on November 13, 2017 re-appointed Mr. Prakash Kumar Chandraker as Managing Director and Chief Executive Officer of the Company for a period of 2 (two) years with effect from December 16, 2017 on the terms and conditions as set out in the resolution, subject to approval of Shareholders and Central Government, if required.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof (the Act) for the time being in force, the re-appointment of Mr. Prakash Kumar Chandraker requires approval of the Members by way of special resolution.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Prakash Kumar Chandraker for re-appointment.

The terms and conditions of the re-appointment and remuneration payable to Mr. Prakash Kumar Chandraker are provided in the resolution referred in Item No. 5. The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Further, Mr. Prakash Kumar Chandraker has decided to make a career move and resigned from the Board of Directors of the Company. The Board took note of his resignation in the its Meeting held on May 19, 2018 and it decided to relieve him from his duties as the Managing Director and CEO with close of business hours on July 31, 2018. Accordingly, your directors recommends to confirm the re-appointment for the term from December 16, 2017 till July 31, 2018.

In case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required for payment of remuneration, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates. Mr. Prakash Kumar Chandraker fulfills these conditions.

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Details as Required Under Schedule V Part II Section II of Companies Act, 2013 is attached as Annexure- II.

Save and except Mr. Prakash Kumar Chandraker and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the members.

Item No. 6

The Board of Directors (Board), on the recommendation of the Nomination & Remuneration Committee (NRC), at their meeting held on May 19, 2018 proposed appointment of Mr. Bruno Bernard Derclé as Managing Director and Chief Executive Officer (CEO), in professional capacity for a term of three years with effect from August 1, 2018.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act; the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Bruno Bernard Derclé requires approval of the Members by way of special resolution. Additionally, the appointment requires approval of the Central Government under Part I of Schedule V of the Companies Act, 2013.

In case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required for payment of remuneration, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates. Mr. Bruno Bernard Derclé fulfills these conditions.

The terms and conditions of the appointment and remuneration payable to Mr. Bruno Bernard Derclé are provided in the resolution referred in Item No. 6.

The Company has received from Mr. Bruno Bernard Derclé (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

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

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

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

A statement pursuant to Schedule V Part II Section II of the Companies Act, 2013, is annexed herewith as Annexure- II.

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

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

Item No. 7 to 9

Mr. Vinod Kumar Dhall (DIN: 02591373) and Mr. Ranjan Pant (DIN: 00005410) were appointed w.e.f. December 16, 2011 and Mr. Vishar Subramanian Vasudevan (DIN: 00130205) was appointed w.e.f. June 11, 2013 as Independent Directors on the Board of the Company under the erstwhile Companies Act 1956. However, their appointments were not made under the provisions of Section 149 of the Companies Act 2013, as the said provisions were notified on April 01, 2014.

Through General Circular No. 14/2014 dated June 09, 2014, it was mandated that the appointment of Independent Directors shall be made expressly under the said Section 149 for a fixed term. Accordingly, the Board of Directors of the Company at their meeting held on May 22, 2014 approved the appointment of Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. Vishar Subramanian Vasudevan for fixed terms of 5 years w.e.f. May 22, 2014. The same was approved by the Shareholders in the annual general meeting held on September 25, 2014.

The Board of Directors in its meeting held on July 27, 2018 and on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Vishar Subramanian Vasudevan as Independent Directors of the Company for a second and final term of 3 (three) years with effect from May 22, 2019 to May 21, 2022 based on their skills, experience, knowledge and report of their performance evaluation. Their re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution(s).

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

In the opinion of the Board, Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. Vishar Subramanian Vasudevan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Company and are independent of the management. The copy of the letter for appointment of Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. Vishar Subramanian Vasudevan as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

Further SEBI vide its notification dated May 09, 2018 has amended the Listing Regulations to give effect to the recommendations of the Uday Kotak Committee. Under the amended regulations, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. The said provision is effective from April 01, 2019.

Mr. Vinod Kumar Dhall will complete 75 years on February 20, 2019 and thereafter his continuation on the Board of the Company shall require approval of the shareholders.

The Board considers that their association would be of immense benefit to the Company and accordingly, the Board recommends the resolution(s) in relation to appointment of Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. Vishar Subramanian Vasudevan as Independent Directors, for the approval by the shareholders of the Company.

The Company has received from Mr. Dhall, Mr. Pant and Mr. Vasudevan (i) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (appointment & qualifications of directors) Rules 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that they are not disqualified in accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

The Board of Directors further on the recommendation of the Nomination and Remuneration Committee has approved the continuation of directorship of Mr. Vinod Kumar Dhall as an Independent Director of the Company after attaining the age of 75 years.

Details pursuant to Regulation 36 of SEBI (Listing obligations and disclosures requirements). Regulations 2015, and Secretarial Standard - II, on General Meeting issued by the Institute of Company Secretaries of India, is attached as Annexure - I.

Save and except Mr. Vinod Kumar Dhall, Mr. Ranjan Pant and Mr. Vishar Subramanian Vasudevan and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 7 to 9.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 to 9 of the Notice for the approval of the members.

Item No. 10

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at remuneration set out in the resolution.

Accordingly, ratification by the members is being sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019 by way of an Ordinary Resolution as set out in Item no. 10 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 10 of the Notice.

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

Item No. 11

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 32 countries, covering approximately 1,21,000 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 in compliance with the provisions of Section 67(3) of the Companies Act, 2013 and the rules made thereunder.

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 www.schneider-infra.in.

All the directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolutions as set out in Item No. 11 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval of the Members.

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

Date: July 27, 2018
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

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

Annexure I to the Notice

Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Directors/ Particulars	Bidisha Nagaraj	Vivek Sarwate	Prakash Kumar Chandraker	Bruno Bernard Dercle
Director Identification Number (DIN)	08080159	07424152	05150366	08185909
Date of Birth (Age in years)	July 9, 1967 (51)	May 15, 1975 (43)	January 11, 1962 (56)	February 3, 1962 (56)
Date of Appointment	March 7, 2018	February 4, 2018	December 16, 2017	August 1, 2018
Expertise in specific functional Areas	Marketing & Advertising strategies; Product and Segment Development; Information Technology and Energy management.	R&D, Project Management, Product Marketing, Exports, Business Development, Tendering Manufacturing Operations	Business Development; Marketing, Sales and Operations	Energy and Automation segments.
Qualifications	Post Graduate in Mass Communication	Electrical Engineer	Electrical Engineer	Engineering and Economics at Ecole Supérieure D'Electricite in Paris
Experience	26 years	22 years	33 years	32 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and explanatory statement			
Remuneration sought to be paid/ last drawn	As mentioned in Corporate Governance Report			
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report			
Shareholding in Schneider Electric Infrastructure Limited	Nil	Nil	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None	None
Directorship held in other companies in India	Nil	Nil	Indian Electrical and Electronics Manufacturers Association	Nil
Membership/ Chairmanship of Committees in other companies in India	Nil	Nil	Nil	Nil

Annexure I to the Notice [Cont'd]

Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Directors/ Particulars	Vinod Kumar Dhall	Ranjan Pant	Vishar Subramanian Vasudevan
Director Identification Number (DIN)	02591373	00005410	00130205
Date of Birth (Age in years)	February 20, 1944 (74)	June 29, 1959 (59)	June 21, 1951 (67)
Date of Appointment	May 22, 2019 (i.e. after expiry of current term)	May 22, 2019 (i.e. after expiry of current term)	May 22, 2019 (i.e. after expiry of current term)
Expertise in specific functional Areas	IAS worked at high levels in Government, policy executive levels. Economic and Industrial Matters; Competition Policy and Laws	Global Strategy Management Consultant	Finance and Investor Relations
Qualifications	BSc, LLB	MBA (The Wharton School) BE (BITS, Pilani)	FCA
Experience	52 years	30 years	40 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and explanatory statement		
Remuneration sought to be paid/ last drawn	As mentioned in Corporate Governance Report		
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report		
Shareholding in Schneider Electric Infrastructure Limited	Nil	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None
Directorship held in other companies in India	1. Orient Cement Limited; 2. ICICI Prudential Life Insurance Company Limited; 3. ICICI Securities Limited; 4. Advani Hotels and Resorts (India) Limited; 5. ICICI Prudential Pension Funds Management Company Limited; 6. ICICI Prudential Trust Limited	1. DSP Blackrock Pension Fund Managers Private Limited; 2. ISR Projects Private Limited; 3. SPV Project Consultants Private Limited; 4. DSP Blackrock Investment Managers Private Limited; 5. Mahindra Susten Private Limited; Point RP Consulting Private Limited (OPC) 6. Morarjee Textiles Ltd.	1. Schneider Electric President Systems Limited; 2. Vishar Portfolio Investment Private Limited; 3. HXCO India Private Limited

Name of Directors/ Particulars	Vinod Kumar Dhall	Ranjan Pant	Vishar Subramanian Vasudevan
Membership/ Chairmanship of Committees in other companies in India*	<p>Orient Cement Limited Audit Committee - Chairman Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Chairman</p> <p>ICICI Prudential Life Insurance Company Limited Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Chairman</p> <p>ICICI Securities Limited Audit Committee - Chairman Nomination and Remuneration Committee - Chairman</p> <p>Advani Hotels and Resorts (India) Limited Audit Committee - Member</p> <p>ICICI Prudential Pension Funds Management Company Limited Audit Committee - Chairman Nomination and Remuneration Committee - Chairman</p> <p>ICICI Prudential Trust Limited Audit Committee - Member</p>	NA	Schneider Electric President Systems Limited Nomination and Remuneration Committee- Chairman Audit Committee- Member

*Only Audit, Nomination & Remuneration and Stakeholder Relationship Committee considered for this purpose.

Annexure II to the Notice

Details as Required Under Schedule V Part II Section II of Companies Act, 2013

I. General information:

1. Nature of industry:

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

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

The Company has already commenced its commercial production. Company received certificate of commencement of business on May 12, 2011.

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

Not Applicable

4. Financial performance based on given indicators:

Particulars	Amount In MINR
Net Sales/Income from Operations	13,336.55
Profit from operations before other income	
Finance costs and exceptional items	(458.67)
Other Income	247.47
Finance Cost	435.51
Exceptional items	Nil
Profit /(loss) before tax	(646.72)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2018 is given below: -

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

II. Information of the Appointees:

S. No.	Name of Director/ Particulars Background details	Prakash Kumar Chandraker	Vivek Sarwate	Bruno Bernard Dercle
1	Brief Resume of Director and nature of his expertise in specific functional areas	<p>Mr. Prakash Kumar Chandraker is an Electrical Engineer by qualification & has pursued his Professional trainings in Business Leadership from IIM Bangalore.</p> <p>He holds a rich experience of over 30 years in the Power Industry. During his career journey, he has worn different hats and successfully lead various leadership positions in the domains of Business Development, Marketing, Sales and Operations in companies like Cegelec, Alstom T&D, and Areva T&D.</p>	<p>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.</p> <p>He has demonstrated strengths in creating strategy for New Products and Product Launches in India and Export Markets.</p> <p>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.</p> <p>He has published and presented numerous Technical and concept Papers at various national and international seminars for application of Digital Technology, Automation & IoT for Energy Management and Efficiency for Smart Infrastructure and Smart Cities.</p>	<p>Mr. Bruno Dercle comes with rich international experience in Energy and Automation segments.</p> <p>During his over 30 years of career in the energy management industry, Bruno has taken diverse roles in the international scope, including Automation Regional VP, Transformation and Customer Satisfaction VP with Schneider Electric.</p> <p>Mr. Bruno made a strong contribution to the integration process of Areva D acquisition.</p> <p>In his current role as Energy Commercial VP (Middle East, Africa and India), Mr. Bruno spearheaded the Energy playbooks and Commercial Strategy implementation for all Energy offers in these regions.</p>
2	Past Remuneration (In INR) (2017-18)	10,101,348	4,867,836	NA
3	Recognition or Awards	Nil	Nil	Nil
4	Job profile and suitability	As Managing Director, he is responsible for the complete operations of the Company.	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.	As Managing Director and Chief Executive Officer, Mr. Bruno will be responsible for the complete operations i.e., Manufacturing, design, build and service technologically advanced products and systems for electricity distribution. <p>He holds a rich experience of over 30 years in the energy management industry.</p>
5	Remuneration proposed (2018-19)	as detailed in item No. 4	as detailed in item No. 5	as detailed in item No. 6

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

Taking into consideration the size of the Company, the profile of Mr. Prakash Kumar Chandraker, Mr. Vivek Sarwate and Mr. Bruno Bernard Dercle, the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level appointees in other companies. Further, Mr. Prakash Kumar Chandraker, Mr. Vivek Sarwate and Mr. Bruno Bernard Dercle are professionals and are not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries.

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

Besides the remuneration proposed, no other pecuniary relationship exists.

III. Other Information

1. Reason for loss or inadequate profits

Year 2017-18 was a year of reinforcing the strategy 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 segment 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. The liquidity challenges continued in the industry which triggered additional provision for doubtful debt during the year. Further, adverse forex movement put pressure on its P&L. The above parameters lead to overall losses in the financial. However, your company strategy helped to minimize the impact and to improve operationally over last year (2016-17).

2. Steps taken or proposed to be taken for improvement

The company has completed a detailed root cause analysis of losses in various activities and identified the area of immediate actions. During the year 2018-19, company will realign its fixed cost with anticipated volume through restructuring.

Further, company had launched O2C project in year 2017-18 to improve 'Order to Cash' process to ensure building of healthy order book with faster conversion in sales. This process will help in coming years to improve/resolve the punch point issues of customers for faster recovery of cash.

3. Expected increase in productivity and profits in measurable terms

In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix. Further, company has initiated the cost restructuring plan to optimize its resources to minimize the fixed cost. Focus on O2C process will continue to help your company's journey of positive cash which lead to lower loan requirement.

Also, your company continue to focus on advance solutions like containerized sub-station, Eco-Structure etc. which will be a trend setter in Energy sector and will help in profitable growth through innovative solutions.

IV. Disclosures

The other relevant disclosures are mentioned in the Board 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

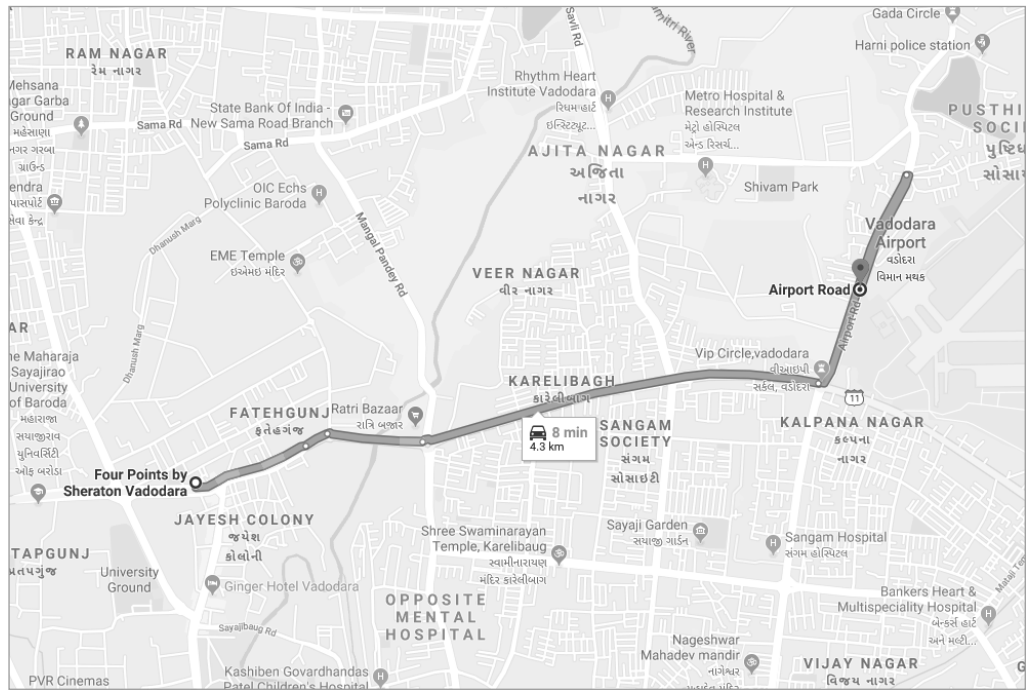
Date: July 27, 2018
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer

ACS 19326
Regd. Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod, Vadodara 391 510, Gujarat

Schneider Electric Infrastructure Limited

Route Map to the Venue of the AGM:
Four Point Sheraton, 1275, Ward No. 7, Fateh Gunj, Vadodara, Gujarat - 390 002.



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Electric

Schneider Electric Infrastructure Limited

CIN: L31900GJ2011PLC064420

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

Form No. MGT - 11 Proxy Form

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

8TH ANNUAL GENERAL MEETING - SEPTEMBER 14, 2018

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

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

Name: Email ID:

Address:

..... Signature:

or failing him

Name: Email ID:

Address:

..... Signature:

or failing him

Name: Email ID:

Address:

..... Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 8th Annual General Meeting of the Company, to be held on Friday, September 14, 2018 at 11:00 a.m. IST at the Four Point Sheraton, 1275, Ward no. 7, Fateh Gunj, Vadodara, Gujarat-390002, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Serial Number	Resolution
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Ordinary Business(es)

1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 along with the reports of the Directors and 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.

Special Business(es)

3	To consider appointment of Ms. Bidisha Nagaraj (DIN: 08080159) as a Non-Executive Director of the Company
4	To re-appoint Mr. Vivek Sarwate (DIN: 07424152) as a Whole-time Director in professional capacity
5	To re-appoint Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer in professional capacity from December 16, 2017 till July 31, 2018
6	To consider appointment of Mr. Bruno Bernard Derclé (DIN: 08185909) as Managing Director and Chief Executive Officer (CEO) of the Company in professional capacity
7	To consider re-appointment of Mr. Vinod Kumar Dhall (DIN:02591373) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022 and continuation of directorship after attainment of 75 years of age.
8	To consider re-appointment of Mr. Ranjan Pant (DIN:00005410) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022.
9	To consider re-appointment of Mr. Vishar Subramanian Vasudevan (DIN:00130205) as an Independent Director for a second and final term of 3 years effective from May 22, 2019 till May 21, 2022.
10	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019
11	To consider participation in the World Employee Share Ownership Plan (WESOP) Scheme

Signed this day of 2018.

Affix Revenue Stamp

Signature of Shareholder

Signature of the proxy holder(s)

Notes :

Note: This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Schneider Electric Infrastructure Limited

CIN: L31900GJ2011PLC064420

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

Phone: 02668 664466/ 664300, Fax: 02668 664621 www.schneider-infra.in

E-Mail: company.secretary@schneider-electric.com

ATTENDANCE SLIP

(Please hand over at the entrance of the meeting duly completed and signed)

8th ANNUAL GENERAL MEETING on Friday, September 14, 2018 at 11.00 a.m. IST at the
Four Point Sheraton, 1275, Ward no. 7, Fateh Gunj, Vadodara, Gujarat-390002, India

Folio No. DP. ID No. / Client ID.....

Name of the Member Signature.....

Name of Proxy Holder Signature.....

No. of shares held E-mail ID.....

1. I/ We certify that I am a registered shareholder/ proxy for the registered shareholders of the Company. I/ We hereby record my/ our presence at the 8th Annual General Meeting of the Company at the Four Point Sheraton, 1275, Ward no. 7, Fateh Gunj, Vadodara, Gujarat-390002, India on Friday, September 14, 2018 at 11.00 a.m. IST.
2. Only Member/ Proxyholder can attend the Meeting.
3. Member/ Proxyholder should bring his/ her copy of the Annual Report for reference at the Meeting.

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

Registration of e-mail address for future communication

Name of the Shareholder :

Folio No. : DP. ID No. : Client ID. :

Registered Address :

Signature :

E-mail Id :