

Life Is On



Notice of
Schneider Electric
Infrastructure Limited
9th Annual General Meeting 2019

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 Ninth (9th) Annual General Meeting ("AGM/Meeting") of the Members of Schneider Electric Infrastructure Limited will be held on Thursday, 12th day of the September 2019 at 11:00 a.m. at Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, 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, 2019 including audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

2. To appoint Mr. Sugata Sircar (DIN: 01119161), 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. Sugata Sircar (DIN: 01119161), 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 the appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company and, in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director and Non-Executive Independent Director of the Company by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from April 1, 2019 in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from April 1, 2019 to March 31, 2022, not liable to retire by rotation."

4. To consider the appointment Mr. Piyush Pandey (DIN: 08451135) as the Whole-Time Director of the Company in Professional capacity and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, Mr. Piyush Pandey (DIN: 08451135), who was appointed as an additional director and designated as a Whole-Time Director by the Board of Directors of the Company at their meeting held on May 22, 2019, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government (if required) or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Piyush Pandey, as a Whole-Time Director of the Company in Professional capacity for a period of three years effective from May 22, 2019 to May 21, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting.

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

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 ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of 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, 2020 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

6. To consider and approve, participation in the Worldwide 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 Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France, and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2019-20.

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), Non-Executive Non-Independent 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: May 22, 2019
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 9th 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 (10%) 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 (the Act) relating to the special businesses to be transacted at the AGM is annexed hereto. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members 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. 20.

Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

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.

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. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 06, 2019 to September 12, 2019 (both days inclusive).
8. 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 years 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 removed.
9. The Annual Report for the FY 2018-19 (Annual Report); Notice of 9th AGM along with the attendance slip and Proxy form; 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 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.

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.

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.

10. 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.
11. In case you wish to change/update the NECS/ECS mandate, please write to the RTA. However, for the shares held in demat form, please write to your DP.
12. Non-Resident Indian members are requested to inform RTA/ respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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.
15. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
16. 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.

17. **Appeal to Shareholders:**

DEMAT

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

REGISTRATION OF NOMINATION AND BANK MANDATE

Registration of nomination makes easy for dependants to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

ELECTRONIC COMMUNICATION

All notices, financial statements, annual report etc. can be sent to the Members electronically as notified in the Act, and Rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by sending a letter intimation to the Company except wherein the shareholding is in demat it may be sent to the DP.

GENERAL REQUEST

- Documents for transmission, bank mandate registration/ updation, dividend warrants/ demand drafts are requested to be posted through courier or registered post to enable track and avoid loss of document;
 - At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes as and when required;
 - Deal only with SEBI registered intermediaries and obtain a valid Contract Note/ Confirmation Memo from the broker/ sub-broker, within 24 hours of execution of the trade;
 - Do not share your demat account login and password and retain the relevant instruction slips in safe custody;
 - Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.
18. 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.

19. A Route map along with prominent landmark for easy location to reach the AGM venue is provided at the end of this notice.

20. Voting through Electronic Means - Remote E-Voting

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended; Regulation 44 of Listing Regulations; and SS-2 issued by ICSI, the Company is pleased to provide to its Members, facility to exercise their right to vote on the resolutions proposed to be considered at the 9th AGM by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- b) The 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.
- c) A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting. If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- d) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Monday, September 9, 2019
End of remote e-voting	Upto 5:00 p.m. (IST) on Wednesday, September 11, 2019

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.

- e) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holds shares as of the cut-off date i.e. Thursday, September 5, 2019 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or company.secretary@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.
- f) 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. Thursday, September 5, 2019 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.
- g) 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. Thursday, September 5, 2019.
- h) 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 and he has communicated his willingness to be appointed and will be available for same purpose.
- i) 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.
- j) The Scrutiniser will, after conclusion of e-voting at the meeting, scrutinise the vote(s) cast at the meeting and through remote e-voting and make a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or any director or any other person authorised by the Chairman, shall declare the results of the voting forthwith. The Results shall also be simultaneously forwarded to the concerned stock exchanges.

k) The Results declared along with the report of the Scrutinizer will be posted on the notice board of the Company at the Registered Office as well as at the Corporate Office and shall be placed on the Company's website www.schneider-infra.in and on the website of NSDL.

l) 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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***

5. 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.
6. 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.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 Mohd. Nazim Khan, 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 to 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 at evoting@nsdl.co.in.

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(es) mentioned in the Notice:

Item No. 3

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Ms. Geeta Mathur (DIN: 02139552) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of three consecutive years from April 1, 2019 till March 31, 2022, not liable to retire by rotation, subject to consent of the Members of the Company at this AGM.

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

Ms. Mathur is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

Ms. Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side, business development and in large corporate treasuries and investor relations. Your Board believes that Ms. Mathur's induction on the Board will support in broadening the overall expertise of the Board.

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

Except Ms. Mathur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

Copy of the draft letter for appointment of Ms. Mathur as a Non-Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday.

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

The Board of Directors (Board), on the recommendation of the Nomination & Remuneration Committee (NRC), at their meeting held on May 22, 2019 appointed Mr. Piyush Pandey (DIN: 08451135) as Additional Director, designated as Whole Time Director, in professional capacity for a term of three years with effect from May 22, 2019.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Piyush Pandey are as under:

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

Salary	64,80,000
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Medicaid Policy etc.	1,30,000
Target Short Term Incentive Plan (STIP)	15% of the fixed compensation (0 - 200% of the target performance incentive %)
Amenities including fully Furnished Accommodation, car benefit	As per Company Policy

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

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

- (b) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Piyush Pandey, as may be determined by the Board and / or the NRC of the Board, shall be in addition to the remuneration under (a) above.
- (c) It is clarified that any stock options (from Company or under group policy) granted / to be granted to Mr. Piyush Pandey, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

(d) Reimbursement of Expenses:

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

(e) General:

- i. The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director/ Board of Directors.
- ii. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. The Whole-Time Director shall adhere to the Company's Principles of Responsibility - Code of Conduct.
- iv. The office of the Whole-Time Director may be terminated by the Company or by him by giving notice as per Company Policy.

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

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

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

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. Piyush Pandey fulfills these conditions.

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 Regulation 36 of 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. Piyush Pandey, being appointee, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 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

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 22, 2019 approved the appointment of M/s. Shome & Banerjee, Cost Accountants, New Delhi (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) plus out of pocket expenses and applicable taxes.

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

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the members.

Item No. 6

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"), the Ultimate Holding Company as employees of the group company.

The Scheme is available worldwide for Schneider Electric Group Employees. 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 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 (the Act), 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 Act, 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. 6 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

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

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

Bhumika Sood

Company Secretary & Compliance Officer
ACS 19326

Date: May 22, 2019

Place: Gurugram

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 this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of Directors/ Particulars	Sugata Sircar	Geeta Mathur	Piyush Pandey
Director Identification Number (DIN)	01119161	02139552	08451135
Date of Birth (Age in years)	December 20, 1963 (55)	November 21, 1966 (52)	November 01, 1973 (45)
Date of Appointment	November 2, 2014	April 1, 2019	May 22, 2019
Expertise in specific functional Areas	Business performance management, Strategy, investment decisions, efficiency improvement, processes and systems, leadership and risk management	Financial Reporting and Compliance, Risk Management, Corporate Finance, M&A, Investor Relations, Strategic Planning, Building and managing large teams, Communication, Diversity and Development sector experience	Business Strategy & Planning, Operations, Supply Chain, Quality, Digitization and Project Management
Qualifications	Chartered Accountant	Chartered Accountant	B.E. (Electronics and Power) from Nagpur University PGDBA (Operations) from Symbiosis, Pune Executive Management Program from IIM, Bangalore
Experience	30 years	29 years	20 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	<ol style="list-style-type: none"> 1. Schneider Electric India Private Limited 2. Schneider Electric President Systems Limited 3. Eurotherm India Private Ltd 4. Schneider Electric Systems India Private Limited 5. Spreading Happiness Indiya Foundation 6. Schneider Electric Private Limited 7. Energy Grid Automation Transformers and Switchgears India Private Limited 8. Schneider Electric Solar India Private Limited 	<ol style="list-style-type: none"> 1. Motherson Sumi Systems Limited 2. NIIT Limited 3. IIFL Finance Limited 4. JTEKT India Limited 5. IIFL Wealth Management Limited 6. Tata Communication Transformation Services Ltd. 7. India Infoline Finance Ltd 8. JK Helene Curtis Limited 9. Sentiss Pharma Private Limited 10. Umeed Housing Finance Private Limited 11. IPE Global Centre for Knowledge and Development 	Nil

Name of Directors/ Particulars	Sugata Sircar	Geeta Mathur	Piyush Pandey
Membership/ Chairmanship of Committees in other companies in India	Schneider Electric President Systems Limited <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee 	1. Motherson Sumi Systems Limited, Audit Committee 2. NIIT Limited, Audit Committee 3. IIFL Holdings Limited, Audit Committee 4. JTEKT India Limited, Audit Committee 5. IIFL Wealth Management Limited, Audit Committee Stakeholder Relationship Committee 6. Tata Communication Transformation Service Limited, Audit Committee 7. India Infoline Finance Limited, Audit Committee 8. JK Helene Curtis Limited, Audit Committee	Nil

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.

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

Not Applicable

4. Financial performance based on given indicators for the year ending March 31, 2019:

Particulars	Amount In MINR
Sales and Services (Net)	13,840.56
EBITDA	738.07
(As percentage of net sales)	3.3%
Depreciation	257.86
EBIT	480.21
Interest, net	443.83
Profit before Restructuring	36.38
Restructuring	280.04
Profit after tax (as per financials)	(243.66)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2019 is given below: -

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

II. Information of the Appointee:

S. No.	Name of Director/ Particulars/ Background details	Piyush Pandey
1	Brief Resume of Director and nature of his expertise in specific functional areas	<p>Piyush has 20+ Years of experience in Industrial Electrical Equipment manufacturing business in complex matrix multinational company's environment.</p> <p>Prior to joining Schneider Electric Infrastructure Limited, Piyush worked with Siemens Limited, Mumbai, as Plant Head for Motors & Generator Unit for 19 years and before Siemens, he worked with Emco Limited and Torrent Power.</p> <p>Piyush brings rich experience in Business Strategy & Planning, Operations, Supply Chain, Quality, Digitization and Project Management.</p> <p>Piyush has done his Bachelor of Engineering in Electronics & Power from Nagpur University in Year 1994 and PGDBA from IIM, Bangalore in 2006.</p>
2	Past Remuneration (2017-18)	7.5 MINR
3	Recognition or Awards	<p>TT4G – Top Talent for Growth (Siemens)</p> <p>Best Employee Award (Siemens)</p> <p>Best Innovative team award (Siemens)</p> <p>INSEAD TSL 3 (Schneider)</p>
4	Job profile and suitability	Director - Plant Operations
5	Remuneration proposed (2018-19)	As detailed in Explanatory Statement Item No. 4

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. Piyush Pandey, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level appointees in other companies. Further, Mr. Piyush Pandey is a professional and is not having any interest in the capital of the Company or its holding company or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company.

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

Besides the remuneration proposed, no other pecuniary relationship exists.

III. Other Information

1. Reason for loss or inadequate profits

Year 2018-19 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 resulted in a mixed performance of the Company. The Company has restructured its ~20% plant workforce in line with the strategy and future business mix. Before restructuring, your Company has shown a profit of 36 MINR. Restructuring cost is 280 MINR which lead to overall losses in the financials.

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 deployed the immediate actions including realigning its fixed cost with anticipated volume through restructuring. Further, the Company had launched "Fix the Basics" project

to improve the different processes and “ Partner Express” project to drive the business mix. 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 had completed 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**

Bhumika Sood

Company Secretary & Compliance Officer
ACS 19326

Date: May 22, 2019
Place: Gurugram

Regd. Office:

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

**Route Map to the Venue of the AGM:
Taj Vivanta, Akota Garden, Akota, Vadodara - 390 020, Gujarat.**



Life Is On | **Schneider**
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]

9TH ANNUAL GENERAL MEETING - SEPTEMBER 12, 2019

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

1. Name: Email ID:

Address:

..... Signature: or failing him

2. Name: Email ID:

Address:

..... Signature: or failing him

3. Name: Email ID:

Address:

..... Signature: or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 9th Annual General Meeting of the Company, to be held on Thursday, September 12, 2019 at 11:00 a.m. IST at Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

*I/We wish my above proxy to vote in the manner as indicated in the box below

Serial Number	Resolutions	Please tick (✓)	
		For	Against

Ordinary Business(es)

1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 along with the reports of the Directors and Auditors thereon		
2	To appoint Mr. Sugata Sircar (DIN: 01119161), who retires by rotation and, being eligible, offers himself for re-appointment		

Special Business(es)

3	To consider the appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company for a consecutive term of 3 years effective from April 01, 2019 till March 31, 2022		
4	To consider the appointment of Mr. Piyush Pandey (DIN: 08451135) as Whole-time Director of the Company in Professional capacity		
5	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020		
6	To consider participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme		

Signed this day of 2019.

Affix
Revenue
Stamp

Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other person or shareholder.
4. *This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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

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

Life Is On



ATTENDANCE SLIP

(Please hand over at the entrance of the meeting duly completed and signed)
9th ANNUAL GENERAL MEETING on Thursday, September 12, 2019 at 11.00 a.m. IST
at Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat

Address of Shareholder

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 we/are registered shareholder(s)/ proxy for the registered shareholder(s) of the Company. I/ We hereby record my/ our presence at the 9th Annual General Meeting of the Company at Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, India on Thursday, September 12, 2019 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 :

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN