

Schneider Electric Infrastructure Limited

Notice of Annual General Meeting

NOTICE is hereby given that the Third Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Thursday, the 1st day of August, 2013 at 11.30 AM at The 'Tropicana', The Gateway Hotels, Vadodara Akota Garden, Akota, Vadodara - 390020, Gujarat to transact the following businesses:

As Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the financial year ended March 31, 2013 together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Dhall, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Ranjan Pant, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As Special Business:

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

5. "RESOLVED that Ms. Rajani Kesari, who was appointed as an Additional Director at the Board Meeting held on 22nd May 2013 and who holds office as such up to the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 (Act) and Article 30 (13) of the Articles and in respect of whom the Company has received a notice in writing from a member, under Section 257 of the Act, signifying the member's intention to propose Ms. Rajani Kesari as a candidate for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."
6. "RESOLVED that Mr. V.S. Vasudevan, who was appointed as an Additional Director by means of a Circular Resolution passed by the Board of Directors on 11th June 2013 and who holds office as such up to the date of this Annual General Meeting, pursuant to Section 260 of the Act and Article 30(13) of the Articles and in respect of whom the Company has received a notice in writing from a member, under Section 257 of the Act, signifying the member's intention to propose Mr. V.S. Vasudevan as a candidate for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."

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

7. "RESOLVED that the Company hereby accords its approval under Sections 198, 269, 309 and other applicable provisions, if any, of the Act read with Schedule XIII thereto, the Articles and subject to such other approvals as may be necessary in this regard, to the remuneration of Mr. Prakash Kumar Chandraker as Managing Director of the Company, for a period of three years, with effect from 16th December 2011, on the terms and conditions as set out in the Agreement entered into between the Company of the one part and Mr. Prakash Kumar Chandraker of the other part, a summary of which is set out in the Explanatory Statement in relation to this resolution.

RESOLVED FURTHER that subject to the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxations (s) by the Central Government to the Schedule XIII to the Act, the Board be and is hereby authorized to do all those things, deeds and matters as may be incidental or necessary including modification or variation of the terms and conditions of the appointment and payment of remuneration of Mr. Prakash Kumar Chandraker without any further reference to the Company in a General Meeting."

8. "RESOLVED that the Company hereby accords its approval under Sections 198, 269, 309 and other applicable provisions, if any, of the Act, read with Schedule XIII thereto, to the remuneration of Mr. Alexandre Tagger as Whole-time Director of the Company with effect from 1st April, 2012 for a period of 3 years on the terms and conditions a summary of which is set out in the Explanatory Statement in relation to this resolution.

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

Registered Office:

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

By the order of the Board

C.S. Ashok Kumar
Company Secretary

20th June 2013

Notes:

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



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

Item 5

At the Board meeting held on 22nd May 2013, Ms Rajani Kesari was appointed as an Additional Director of the Company. In terms of Section 260 of the Act, read with Article 30(13) of the Articles, Ms. Rajani holds office as such Director until the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a Member, under Section 257 of the Act, signifying his intention to propose Ms. Rajani for appointment as a Director of the Company.

Brief particulars of Ms. Rajani Kesari are given hereunder:

Ms. Rajani joined Schneider Electric in October 2008 and is presently Vice President Finance and Country Finance Partner. Prior to this she has worked with Dr. Reddy's Laboratories for several years in various positions such as that of Chief Finance Officer-Europe, Chief Internal Auditor, Head of Global Taxation and Finance Head for a large business unit. She has also worked with KPMG in Dubai in their Assurance business, supervising audits of manufacturing and banking sectors. She also has extensive exposure to mergers and acquisitions activity in Europe followed by integration of acquisitions. She is a qualified Chartered Accountant, Cost Accountant and Certified Public Accountant from USA.

Ms. Rajani is presently the Vice President Finance and Country Finance Business Partner of Schneider Electric India Private Limited. She is also on the Board of Schneider Electric India Private Limited and other Companies viz Energy Grid Automation Transformers and Switchgears India Ltd, Luminous Technologies Pvt. Ltd., CST Sensors India Pvt. Ltd., etc.

Ms. Rajani does not hold any equity shares of the Company as on the date of this Notice.

The Directors recommend passing of the resolution set out in Item 5 of the Notice.

[Excepting Ms. Rajani Kesari no other director is concerned or interested in this resolution].

Item 6

Mr. V.S. Vasudevan was appointed as Additional Director, by means of a Circular Resolution passed by the Board of Directors of the Company, on 11th June 2013. In terms of Section 260 of the Act, read with Article 30(13) of the Articles, Mr. Vasudevan holds office as such Director until the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a Member, under Section 257 of the Act, signifying his intention to propose Mr. Vasudevan for appointment as a Director of the Company.

Brief particulars of Mr. V.S. Vasudevan are given hereunder:

Mr. Vasudevan has held the position of CFO at Dr Reddy's Laboratories, responsible for Finance and Investor Relations for a period of 22 years. During this period, Dr Reddy's transformed itself from a start up to a US \$ 1 Bn Company and was listed in NYSE. He was the Head of European Operations for a period of 3 ½ years based in London and during this tenure was responsible for developing the European market for Dr. Reddy's through series of organic and inorganic moves.

Currently working as an Independent Advisor to Private Equity Institution, Financial Institution and Health Care Services Institution. Also doing equity research and portfolio management with a team of young Management Graduates. He is the Managing Director of Vishar Portfolio Investment Pvt. Ltd. and on the Board of UQUIFA, Barcelona, Spain.

As a Member of Management Council at Dr. Reddy's, CFO and being on Board of companies in Europe and India, was a key member for developing the strategy and driving execution for Dr. Reddy's growth.

Summary of his achievements:

Enabled the Company to establish very progressive Corporate Governance policies and practices including ahead of time compliance with Sarbanes Oxley Act and Clause 49 requirements - Brought board practices to a world class level in terms of information sharing, analysis of competitor information, detailed analysis and benchmarking of Company information to facilitate decision making. Key participant



in transforming the company from a regional API manufacturer to a global corporation.

Strategic Contributor to putting company's financials on a sound footing - initiatives in tax areas resulted in efficient tax structure and significant and recurring tax savings.

Pioneered activities competitor information, detailed analysis and benchmarking of Company information to facilitate decision making. As a CFO have a credit for record number of IPOs/FPOs/GDR/ADR issuances - GDR listing in Luxembourg (traded in London), ADR listing in NYSE follow on ADR.

As head of European Operations - Integrated acquired company and functions and integrated the European Operations under very challenging circumstances.

Set up a Global Business services center with over 150 members to service all accounting and other services.

Recognitions:

- Nominated as one of Finalists for CNBC for the Best Indian CFO in 2007.
- Was awarded Chairman's Excellence Award at Dr. Reddy's.

Team Development:

- Put together a team with diverse capabilities for European Operations; Groomed several younger colleagues to become CFOs of different companies; and motivated younger members through career transitions.

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

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

[Excepting Mr. Vasudevan no other director is concerned or interested in this resolution].

Item 7

At the last Annual General Meeting held on 31st July 2012, the shareholders had approved the appointment and remuneration paid to the Managing Director, Mr. Prakash Kumar Chandraker. At that time the Company had made profits and the approval for payment was made in terms of Sections 198, 269, 309 and other applicable provisions, if any, of the Act read with Schedule XIII thereto. Since, there has been inadequate profits for the current year ended March 31, 2013, the Shareholders approval is now sought once again in terms of the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxations (s) by the Central Government to the Schedule XIII to the Act.

I. Salary:

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

II. Bonus:

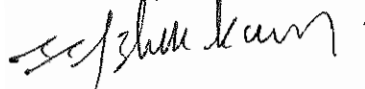
Mr. Chandraker shall be entitled to a bonus based on the Company's bonus scheme (Short Term Incentive Scheme) as may be approved by the Board.

III. Perquisites:

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

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

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



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

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

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

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

The following additional information as required under Schedule XIII of the Companies Act, 1956 is given below:

General Information:

Nature of Industry

The Company is engaged in the business of design, manufacture, build, supply, service, engineered and technologically advanced products, turnkey integrated solutions for efficient management of energy comprising all types of transformers, air insulated and gas insulated switchgears, package substations, auto reclosures, sectionalisers, substation automation systems, network automation systems, protection, control and measurement devices and solution for smart grid and smart infrastructure etc.

Date or expected date of commencement of commercial production: Not applicable.

In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial Performance based on given indicators: Please refer to the Annual Report

Export Performance and Net Foreign Exchange Collaborations: As per Annual Report

Foreign Investments and Collaborations: Please refer to the Annual Report

Information about the Appointee:

Background Details:

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

Mr. Chandraker was the Head of the Energy Automation in India Region and has a working experience of 27 years in power sector. He has held many challenging positions (Business Segment Manager, Operations Director, Unit Head, etc.) in Cegelec India, Alstom T&D Systems India and Areva T&D India Limited.

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

Past remuneration drawn by Mr. Chandraker during the financial year ended 31st March, 2013:

Appointed as the Managing Director wef 16.12.2011, remuneration paid as Managing Director is 1,491,608/-



Recognition and Awards: Mr. Chandraker was awarded for excellence in operations.

Job profile Suitability: As per the Industry requirement

Remuneration Paid: Salary paid to Mr. Chandraker is the basic salary of Rs. 2,25,000/- per annum and other perquisites, allowances, other benefits, etc. respectively, as fully set out in Item no. 7 of this notice. 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, knowledge, skills and responsibilities shouldered by Mr. Chandraker, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the Remuneration paid to Mr. Chandraker he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

Other Information:

Reasons of loss or inadequate profits:

The current position of the Company can be attributed to the fact that during the year there had been a delay in many large projects getting implemented due to economic uncertainties and low investment in keysectors leading to overall decline in the market. The performance for the year ended is more fully given in the Directors report to the shareholders.

Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report for the year ended March 31, 2013.

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

Considering his background and experience, the Board is of the opinion that the remuneration paid to Mr. Chandraker, as Managing Director, will commensurate with similar counterparts in other companies and accordingly recommends the acceptance of the resolution set out in Item 7 of the Notice.

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

Item 8

At the last Annual General Meeting held on 31st July 2012, the shareholders had approved the appointment and remuneration of the wholetime Director, Mr. Alexandre Tagger. At that time the Company had made profits and the approval of the shareholders for payment was made in terms of Sections 198, 269, 309 and other applicable provisions, if any, of the Act read with Schedule XIII thereto. Since, there has been inadequate profits for the current year ended March 31, 2013, the Shareholders approval is now sought once again in terms of the aforesaid provisions of the Act and amendment(s) or modification(s) or relaxations (s) by the Central Government to the Schedule XIII to the Act.

Brief particulars of Mr. Tagger are given hereunder:

Mr. Tagger was deputed to the Company from Schneider Electric India Pvt. Limited (SEIPL) on a whole time basis and the cost of Mr. Tagger's deputation will be recharged to the Company by the SEIPL.

This will compose the following:

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

At the Board meeting held on 29th May 2012, Mr. Tagger was appointed as a Whole-time Director for a period of 3 years with effect from 1.4.2012. In terms of the Articles of Association, as a Whole-time Director, Mr Tagger shall not be liable to retire by rotation.

The following additional information as required under Schedule XIII of the Companies Act, 1956 is given below:

General Information:

Nature of Industry

The Company is engaged in the business of design, manufacture, build, supply, service, engineered and technologically advanced products, turnkey integrated solutions for efficient management of energy comprising all types of transformers, air insulated and gas insulated switchgears, package substations, auto reclosures, sectionalisers, substation automation systems, network automation systems, protection, control and measurement devices and solution for smart grid and smart infrastructure etc.

Date or expected date of commencement of commercial production: Not applicable

In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial Performance based on given indicators: Please refer to the Annual Report Export Performance and Net Foreign Exchange Collaborations: As per Annual Report

Foreign Investments and Collaborations Please refer to the Annual Report

Information about the Appointee:

Background Details:

Mr. Alexandre Tagger started his career at JP Morgan in London in 1994 in Corporate Finance focusing on European domestic and cross-border mergers & acquisitions in the financial sector. Mr. Tagger joined Schneider Electric in Paris in 2004 and was promoted to Vice President, External Growth – Mergers & Acquisitions in 2007 and additionally named Global M&A Co-ordinator for the Group in 2008. Mr. Tagger was fully involved in the Areva T&D consortium acquisition in partnership with Alstom, including the review and structuring with regard to Areva T&D India. Since August 2010, Mr. Tagger is based in Delhi, where he has overseen the statutory requirements under the open offer and other related formalities as per the consortium agreement. He has been on the Board of AREVA T&D India Limited from February 2011 to December 2011 representing Schneider Electric to oversee the separation process.

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

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

Past remuneration drawn by Mr. Tagger during the financial year ended 31st March, 2013: Appointed as whole time Director wef 1.4.2012.

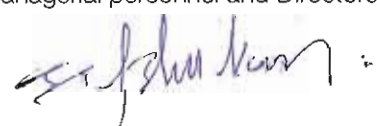
Remuneration paid: Salary to Mr. Tagger is the basic salary of Rs. 34,56,000/- per annum and other perquisites, allowances, other benefits, etc. respectively, as fully set out in Item 8 of this notice.

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, knowledge, skills and responsibilities shouldered by Mr. Tagger, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the Remuneration proposed to be paid to Mr. Tagger he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.



Other Information:

Reasons of loss or inadequate profits:

The current position of the Company can be attributed to the fact that during the year there had been a delay in many large projects getting implemented due to economic uncertainties and low investment in key sectors leading to overall decline in the market. The performance for the year ended is more fully given in the Directors report to the shareholders.

Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report for the year ended March 31, 2013.

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

Considering his background and experience, the Board is of the opinion that the remuneration paid to Mr. Tagger, as Whole-Time Director, will commensurate with similar counterparts in other companies and accordingly recommends the acceptance of the resolution set out in Item 8 of the Notice.

Excepting Mr. Tagger no other director is concerned or interested in these resolutions.

Registered Office:

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

By the order of the Board

C.S. Ashok Kumar
Company Secretary

20th June 2013

Dear Member

In accordance with Green Initiative undertaken, in terms of the circular issued by Ministry of Corporate Affairs, you are requested to inform your current Email ID in the following manner:

For shares held in Electronic Form: to your Depository Participant (DP)

For shares held in Physical Form: to the Company or to the RTA at the following address
C B Management Services Pvt. Limited, P-22, Bondel Road, Kolkata-700 019.

If your email address is not registered with your Depository Participant/the Company, a physical copy of all communications/documents will be sent to you as hitherto. You can also change your instructions at any time hereafter and request the Company to send all communications to you in the physical form. The relevant documents will also be displayed on the Company's website.

Dematerialisation of Shares: If you are holding shares in physical form, please take immediate action to demat your shares (since trading of shares of the Company is under compulsory Demat mode as per the regulation of SEBI). Dematerialisation will not only provide easy liquidity, but also safeguard the shares from any possible physical loss.

Thanking you



Yours faithfully,

For Schneider Electric Infrastructure Limited

C.S. Ashok Kumar
Company Secretary