



Notice of

Schneider Electric Infrastructure Limited

11th Annual General Meeting 2021



www.schneider-infra.in

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 11th (Eleventh) Annual General Meeting (“**AGM/Meeting**”) of the Members of **Schneider Electric Infrastructure Limited (“Company”)** will be held on Tuesday, 14th day of the September 2021 at 3:30 p.m. IST through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, 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, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, 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.”

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

“**RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions 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 Non-Executive Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Non-Executive Director of the Company effective from May 1, 2021 and in this regard, pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Section 152 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 enactment thereof for the time being in force) Mr. Amol Phatak (DIN:09149703) who was appointed as an Additional Director with effect from May 1, 2021, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Board 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 his candidature for the office of Director, be and is hereby appointed as the Director (Non-Executive) 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.”

- To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Whole-Time Director of the Company in professional capacity effective from August 12, 2021 and in this regard, if thought fit, to 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(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Amol Phatak (DIN: 09149703) who was appointed as an Additional Director with effect from May 1, 2021 and designated as Whole-Time Director with effect from August 12, 2021, by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office up to the date of 11th 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, 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 Act (including any statutory modification(s) or re-

enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Amol Phatak (DIN: 09149703) as the Whole-Time Director for a period of 3 (three) years with effect from August 12, 2021 till August 11, 2024 in professional capacity, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Amol Phatak, 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 and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

5. To consider appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as Managing Director and Chief Executive Officer of the Company in professional capacity effective from May 1, 2021 and in this regard, if thought fit, to 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(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Sanjay Sudhakaran (DIN: 00212610), who was appointed as an Additional Director and designated as Managing Director and Chief Executive Officer with effect from May 1, 2021 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of 11th 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, 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 Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as the Managing Director and Chief Executive Officer, in professional capacity, for a period of 5 (five) years with effect from May 1, 2021 till April 30, 2026 and payment of remuneration to Mr. Sanjay Sudhakaran for a period of 3 (three) years with effect from May 1, 2021 till April 30, 2024, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Sanjay Sudhakaran, 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 and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, if thought fit, to 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 ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2022 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."

7. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme and in this regard, if thought fit, to 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 2021-22.

RESOLVED FURTHER THAT the Board of Directors 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 of Directors be and is hereby authorized to delegate all or any of its powers to any Committee of Directors or to any officer of the Company to give effect to this resolutions 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.”

8. To consider and approve Material Related Party Transaction with Schneider Electric Sachsenwerk GmbH and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, the approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/ arrangement(s)/ transaction(s) for sale, purchase of goods, material etc. and rendering/ providing/availing services / Cost recharge/ reimbursement with Schneider Electric Sachsenwerk GmbH, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, subject to a maximum aggregate value of ₹ 2500 Million (Rupees Twenty Five Hundred Million Only) annually in any financial year with the said related party, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee and/or the Board of Directors be and are hereby severally authorized, with power to sub-delegate, negotiate, modify, finalize, execute necessary documents and take all steps as may be necessary in order to effectively implement and execute the transaction and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
Place: Gurugram

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

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses to be transacted at the 11th AGM, is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on August 12, 2021 considered that the special businesses under Item Nos. 3 to 8, being unavoidable, be transacted at the 11th Annual General Meeting (“11th AGM”) of the Company.

2. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 11TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

- a. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021 respectively (collectively referred to as "SEBI Circulars"), allowed conducting of the Annual General Meeting for the year 2021 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue.

Accordingly, this 11th AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder, Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 ("the Listing Regulations"), MCA Circulars and SEBI Circulars and hence, Members can attend and participate in 11th AGM through VC/ OAVM facility being provided by the Company.

- b. In terms of the MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 11th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 11th AGM through VC/OAVM and e-Voting during the 11th AGM.
- c. Members attending the 11th AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. The deemed venue for the 11th AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
- e. KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting and for participation in the 11th AGM through VC/OAVM and e-Voting during the 11th AGM.
- f. The 11th AGM to be conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the 11th AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 11th AGM on Tuesday, September 14, 2021.
- g. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 11th AGM without any restriction on account of first-come-first-serve principle.
- h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the 11th AGM and facility for those Members participating in the 11th AGM to cast vote through e-Voting system during the 11th AGM.
- i. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 11th AGM along with the Annual Report 2020-21 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 13, 2021, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the 11th AGM and Annual Report 2020-21 to the Members of the Company.

In line with the MCA Circulars and SEBI Circulars, the Members may note that the Notice of 11th AGM and Annual Report 2020-21 will also be available on the Company's website at www.schneider-infra.in, websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech, i.e. <https://evoting.kfintech.com>.

j. Since the 11th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 11th AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the Member as registered with the Company; to the email address of the Company at company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co or to Kfintech at evoting@kfintech.com.
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co or to Kfintech at evoting@kfintech.com.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 11TH AGM ARE AS UNDER:

- a. Upon declaration by the Chairman about the commencement of e-voting at 11th AGM, Members shall click on the "Thumb sign" on the left bottom corner of the video screen for voting at the 11th AGM, which will take them to the "Instapoll" page.
- b. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c. Only those Members, who will be present in the 11th AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 11th AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the 11th AGM may also participate in the 11th AGM through VC/ OAVM but shall not be entitled to cast their vote again.

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 11TH AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the 11th AGM through video conferencing platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for 11th AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- b. Please note that the Members who do not have User ID and Password for e-Voting or who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further Members will be required to allow Camera, if any, and hence use internet with a good speed to avoid any disturbance during the Meeting.
- e. While all efforts will be made to make the VC/OAVM meeting smooth, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- f. Members, who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the 11th AGM, during the 11th AGM, will have to visit <https://emeetings.kfintech.com/> and click on “Post your Questions” or register themselves as Speaker by clicking on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Saturday, September 11, 2021 from 9 a.m. (IST) till Monday, September 13, 2021 upto 5 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 11th AGM.
- g. A video guide assisting the members attending the 11th AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
- h. Members who need technical assistance before or during the 11th AGM, can contact KFintech at evoting@kfintech.com or helpline at 1800 309 4001 (toll free).
- i. Institutional Investors who are Members of the Company, are encouraged to attend through VC/AOVM Facility and vote in the 11th AGM through remote e-Voting.

6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- a. The remote e-Voting will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Saturday, September 11, 2021
End of remote e-Voting	Upto 5:00 p.m. (IST) on Monday, September 13, 2021

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFintech upon expiry of aforesaid period. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- b. Members whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, September 7, 2021, i.e. the “Cut-off Date” shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 11th AGM. Any person who is not a Member on the Cut-off Date should treat the Notice for information purposes only.
- c. In compliance with Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting facility provided by listed companies, the individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

Login method for e-voting:

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I. Individual members (holding securities in demat mode) login through Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.

II. Individual Members (holding securities in demat mode) login through their Depository Participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

III. Login method for Non-Individual Members and Members holding securities in Physical Form

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric Infrastructure Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rupesh@cacsindia.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 11th AGM and hold shares as of the Cut-off Date can obtain the login ID and password by sending a request at evoting@kfintech.com or company.secretary@schneider-electric.com. However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. Mr. Rupesh Agarwal, Managing Partner, M/s.Chandrasekaran Associates, Company Secretaries, (ACS 16302 and CP 5673) has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- e. During the 11th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 11th AGM, formally propose to the Members participating through VC/OAVM to vote on the resolutions as set out in the Notice of the 11th AGM and announce starting of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 11th AGM.
 - f. The Scrutiniser shall after the conclusion of e-Voting at the 11th AGM, first download the votes cast at the 11th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairman or a person authorised by him, within forty eight (48) hours from the conclusion of the 11th AGM, who shall then countersign and declare the Results of the voting forthwith.
 - g. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.schneider-infra.in and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairman or a person authorised by him. The Results shall also be immediately forwarded to the BSE and NSE.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 8, 2021 to Tuesday, September 14, 2021 (both days inclusive).
 9. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every annual general meeting has been done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045), Statutory Auditors, who were appointed to hold office from the conclusion of the 10th Annual General Meeting for a term of consecutive five years till conclusion of the 15th Annual General Meeting.
 10. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.
 11. The relevant information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure, in terms of Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI are annexed as Annexure-I to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder. Statement of additional details as required under Schedule V Part II Section II of the Act is attached as Annexure- II of this Notice.
 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 as per the Register of Members of the Company will be entitled to vote at the Meeting.
 14. 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 and requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard.
 16. 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 DP. 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 dependents 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 writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

GENERAL REQUEST

- At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., 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.
17. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
18. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at company.secretary@schneider-electric.com.
19. In adherence to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the ("IEPF Rules"), the shares on which dividends have not been claimed and unclaimed dividend, for 7 (seven) consecutive years were transferred in favor of IEPF Authority, during the financial year 2019-2020.

The details of the unclaimed dividends and shares transferred to IEPF during the year 2019-2020 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of unclaimed shares transferred
2011-12	843,224	1,460,797
Total	843,224	1,460,797

No unclaimed dividends and shares were transferred to IEPF Authority during the financial year 2020-21.

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

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

ITEM NO. 3 and 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of your Company in its meeting held on April 16, 2021, appointed Mr. Amol Phatak (DIN: 09149703) as an Additional Director in the capacity of Non-Executive Non-Independent Director, liable to retire by rotation, with effect from May 1, 2021.

Thereafter, the Board of Directors of the Company in its meeting held on August 12, 2021 approved change in designation of Mr. Amol Phatak from Non-Executive Non-Independent Director to Whole Time Director in professional capacity for a term of 3 (three) years with effect from August 12, 2021 till August 11, 2024.

The principal terms and conditions of appointment and remuneration of Mr. Amol Phatak as the Whole-Time Director (hereinafter referred to as the 'WTD') are as under:

a) **Salary, Perquisites and Allowances per annum:**

Components	Amount (in ₹) p.a.
Salary	7,881,025/-
Target Short Term Incentive Plan (STIP)	1,970,256/-
Other Perks & Allowances	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. Amol Phatak, as may be determined by the Board and / or the Nomination and Remuneration Committee 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. Amol Phatak, 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) **Retiral Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (f) **General Terms of Appointment:**
- i. As the WTD, Mr. Amol Phatak will carry out such functions, exercise such powers and perform such duties as the Board of Directors/ Managing Director of the Company shall from time to time in their absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
 - iii. The WTD 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 regarding duties of directors.
 - iv. The WTD shall adhere to the Company's Principles of Responsibility - Code of Conduct.
 - v. The office of the WTD 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 Act (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Amol Phatak along with the terms of remuneration, requires approval of the Members by way of Special Resolution.

The Company has received a notice from a member in terms of Section 160 of the Act signifying their intention to propose the candidature of Mr. Phatak for the office of Director of the Company.

The Company has received from Mr. Amol Phatak with respect to his appointment as a Director of the Company, (a) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (b) declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, and (c) confirmation that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Amol Phatak has around 33 years of professional work experience and has held leadership positions in Siemens, Areva and Schneider. He is graduated in Production Engineering and Executive Management Program from IIM, Bangalore. Your Board of Directors is of the opinion that Mr. Phatak's vast knowledge and varied experience will be of great value to the Company.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, 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 specialised knowledge in the field in which the Company operates.

Mr. Amol Phatak fulfils these conditions.

The terms as set out in the resolution and the statement under Section 102 of the Act may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Phatak under Section 190 of the Act.

The other details of Mr. Phatak in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - II on General Meeting issued by the Institute of Company Secretaries of India is annexed to this Notice as Annexure - I.

Details as required under Schedule V Part II Section II of the Act are captured in Annexure- II.

Copy of the resolution and statement setting out the terms and conditions of Mr. Phatak's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.

Save and except Mr. Phatak, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the accompanying Notice of the 11th AGM.

The Board of Directors accordingly recommends the Ordinary Resolution and Special Resolution set out at Item No. 3 and 4 respectively of the Notice for the approval of the Members.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee at their meeting held on April 16, 2021 appointed Mr. Sanjay Sudhakaran (DIN:00212610) as Additional Director, designated as Managing Director & Chief Executive Officer, in professional capacity for a term of 5 (five) years with effect from May 1, 2021 till April 30, 2026.

As an Additional Director, Mr. Sudhakaran holds office upto the date of 11th AGM and the Company has received a notice in terms of Section 160 of the Act, from a Member signifying intention to propose Mr. Sudhakaran's appointment as a Director.

The principal terms and conditions of appointment and remuneration of Mr. Sanjay Sudhakaran as the Managing Director & Chief Executive Officer (hereinafter referred to as the 'MD & CEO') are as under:

In terms of the provisions of Section 197 read with Schedule V Part II Section II of the Act, the remuneration mentioned hereinunder payable to Mr. Sudhakaran is placed for approval of shareholders for a term not exceeding 3 (three) years irrespective of the tenure of his appointment.

(a) Salary, Perquisites and Allowances per annum:

Components	Amount (in ₹) p.a.
Salary	11,630,000/-
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Medicaid Policy etc.	Covered under hospitalisation insurance; group term life and accident insurance. Eligible for paid leave per co. guidelines
Target Short Term Incentive Plan (STIP)	4,070,500/-
Amenities including fully Furnished Accommodation, car benefit	800,000 per year – Car Allowance (entitled for this amount / lease rental value per year)

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. Sanjay Sudhakaran, 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. Sanjay Sudhakaran, 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) **Retiral Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (f) **General Terms of Appointment:**
- i. As the MD & CEO, Mr. Sanjay Sudhakaran will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
 - ii. The MD & CEO shall, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company and the functions of the MD & CEO will be under the overall authority of the Board of Directors.
 - iii. Subject to the superintendence, control and direction of the Board, MD & CEO shall have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company and shall have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
 - iv. The MD & CEO 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 regarding duties of directors.
 - v. The MD & CEO shall adhere to the Company's Principles of Responsibility - Code of Conduct.
 - vi. The office of the MD & CEO 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 Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Sanjay Sudhakaran along with the terms of remuneration, requires approval of the Members by way of Special Resolution.

The Company has received from Mr. Sanjay Sudhakaran with respect to his appointment as a Director of the Company, (a) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014; (b) declaration in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, and (c) confirmation that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, 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 specialised knowledge in the field in which the company operates.

Mr. Sanjay Sudhakaran fulfils these conditions.

The terms as set out in the resolution and the statement under Section 102 of the Act may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Sudhakaran under Section 190 of the Act.

Details pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard-II 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 the Act are captured under Annexure- II.

Copy of the resolution and statement setting out the terms and conditions of Mr. Sudhakaran's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.

Save and except Mr. Sanjay Sudhakaran, 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 Special 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 of 11th AGM for the approval of the members.

ITEM NO. 6

On the recommendation of Audit Committee, the Board of Directors at their Meeting held on June 23, 2021, approved the appointment of M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2021-22 at a remuneration of INR 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 Act 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. 6 of the Notice of the 11th AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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. 6 of the Notice of 11th AGM for approval of the Members.

ITEM NO. 7

The Members may note that 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(ies).

The Scheme is available worldwide for Schneider Electric Group Employees as part of 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 the Company are also entitled to subscribe shares of SE France.

The Board of Directors of your Company in its meeting held on June 23, 2021 approved participation of employees of the Company including Directors except Independent Director and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Act and the rules made thereunder.

The Scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The full scheme is available for inspection by the members electronically and shall remain open during the 11th AGM.

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 Special Resolution set out in Item No. 7 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice of 11th AGM for the approval of the Members.

ITEM NO. 8

The Members may note that the Company has undertaken transaction for supply of Gas Insulated Switchgear (GIS) products with one of its sister concerns, Schneider Electric Sachsenwerk GmbH (SESG) during the course of this ongoing financial year 2021-22, in the ordinary course of business and on arm's length basis.

The Company's management has seen a growth in the demand of its GIS products and has booked orders worth ₹ 270 Million during first 3 (Three) months of this financial year. The Management expects growth in its business and increase in the orders amounting to atleast ₹ 2500 Million. The said proposed transactions are expected to be long term in nature and will help the Company in exploring new market for sale of its products.

The transactions for sale of GIS products of the Company are expected to exceed the material related party limit of 10% of annual turnover in financial year 2021-22 and onwards.

The Members may further note that pursuant to Section 188 of the Act and Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the aggregate value of the transaction(s) with SESG will exceed the said threshold limit prescribed for materiality and hence approval of the shareholders is being sought for the said material related party transactions proposed to be entered into by your Company with SESG in any financial year.

The disclosures under Rule 15(3)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, is tabled herewith:

S. No.	Particulars	Information
1.	Name of the Related Party	Schneider Electric Sachsenwerk GmbH
2.	Name of the Director or key managerial personnel who is related, if any	NA
3.	Nature of relationship	Sister Concern
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	As per Annexure A
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

Annexure A

Nature	Particulars of the contracts and the material terms	Term of the Contracts	Monetary value
contract(s)/arrangement(s)/ transaction(s) for sale, purchase of goods, material, equipment etc. and to provide / rendering/ providing/ availing services / Cost recharge/ reimbursement	For Sale of Goods, Materials, Equipment etc. On a cost-plus mark- up basis: The SESG shall pay to the Company all relevant Direct and Indirect costs (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties) plus an appropriate mark-up upto 8% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis.	The contracts, if any, with the said related party shall be in effect and shall continue unless terminated by either Party with a notice period of 3 (Three) months.	Up to ₹ 2500 Million in aggregate, in any financial year.

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. 8 of the Notice of 11th AGM 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: August 12, 2021
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 Director(s) seeking appointment/ re-appointment at this 11th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India, as on the date of Notice:

Name of Directors/ Particulars	Anil Chaudhry	Amol Phatak	Sanjay Sudhakaran
Director Identification Number (DIN)	03213517	09149703	00212610
Date of Birth (Age in years)	March 11, 1961 (60 years)	December 27, 1966 (54 years)	October 19, 1971 (49 years)
Date of Appointment	March 12, 2011	May 1, 2021 as Additional Non - Executive Director and as Whole-Time Director w.e.f August 12, 2021	May 1, 2021
Expertise in specific functional Areas	Mr. Chaudhry has held various Leadership positions in Management, Operations, Sales, Strategy and Business Development, Infrastructure development, climate change, access to energy, skills development and promoting diversity & inclusion.	Treasury, Corporate Banking, Debt Capital markets, Corporate Finance, Corporate Risk Managing, Credit, Regulatory Compliances.	Finance, Accounts, Tax, Operations, Supply Chain, Human Resources and Information Technology
Qualifications	Graduate from Thapar Institute of Engineering and Technology, Patiala. Executive Management Program from Harvard Business School and Stanford Business School.	Bachelor of Engineering (Production) from Mumbai University. Executive Management Program from IIM, Bangalore	Bachelor of Engineering- (Production) from Mumbai University and holds Certification from Darden Executive Education and Singapore Management University
Experience	31 Years	33 Years	25 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and statement under Section 102 of the Act.		
Remuneration sought to be paid/ last drawn	NA	As detailed in the respective resolutions, statement under Section 102 of the Act and 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

Name of Directors/ Particulars	Anil Chaudhry	Amol Phatak	Sanjay Sudhakaran
Directorship held in other companies in India	1. Energy Grid Automation Transformers and Switchgears India Private Limited 2. Schneider Electric India Private Limited 3. Schneider Electric Systems India Private Limited 4. Luminous Power Technologies Private Limited 5. Schneider Electric Private Limited 6. Schneider Electric Lanka Private Limited 7. Spreading Happiness Indiya Foundation	None	None
Membership/ Chairmanship of Committees in other companies in India	1. Schneider Electric India Private Limited <ul style="list-style-type: none"> • Innovation and Technology Committee. • Corporate Social Responsibility Committee 2. Schneider Electric Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee 3. Engergy Grid Automation Transformers and Switchgears India Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee 	None	None

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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
Place: Gurugram

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

Annexure II to the Notice

Statement of additional information 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. The Company was incorporated on March 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 for the year ending March 31, 2021:

Particulars	Financial Year 2020-2021 (Amt in ₹ million)
Sales and Services	12,971.28
EBITDA	822.81
(As percentage of sales)	6.3%
Depreciation	220.85
EBIT	601.96
Interest, net	481.95
Restructuring	130.12
Profit/Loss after tax	(10.11)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2021 is given below: -

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

II. Information of the Appointee:

Name of Director/ Particulars/ S. Background		Mr. Sanjay Sudhakaran	Mr. Amol Phatak
No.	Details		
1	Brief Resume of Director and nature of his expertise in specific functional areas	<p>Mr. Sanjay Sudhakaran is associated with Schneider since 2019 and is currently the Vice President of Schneider Electric Digital Energy Division.</p> <p>Mr. Sudhakaran is a P&L leader with 25 years of exposure to multiple industries & cultural settings and ability to lead diverse teams and deliver business results.</p> <p>Before joining Schneider Electric in 2019, Mr. Sudhakaran was associated with Otis Elevator Co. as Senior Director - Asia Pacific (M&A, Sales & Marketing), handled new equipment sales & marketing across Asia Pacific for Otis with revenues in excess of \$ 2 Billion reporting to Asia President and also lead M&A activities across the region.</p> <p>Mr. Sudhakaran was also associated with United Technologies as Managing Director - Buildings & Industrial Solutions handling Fire and Security business for UTC-CCS in India with \$80 M revenues and 800 employees, reporting to UTC India President. He has worked with Carrier Corporation in various roles.</p> <p>Mr. Sudhakaran is a Bachelor of Engineering - Production Engineering from University of Mumbai and holds certification from Darden Executive Education and Singapore Management University.</p>	<p>Mr. Amol Phatak has been associated with Schneider Electric since 2006 and has taken over the responsibility as Plant Director for the Medium and Low Voltage factory in Vadodara since April 2021.</p> <p>Mr. Phatak has total 33 years of diverse experience in handling domestic and international assignments in Business Strategy & Industrial transformation, Supply Chain and Operations Management.</p> <p>During his professional career, Mr. Phatak has worked with Siemens Limited for 18 years, in the Medium and Low Voltage Switchgear Products – mainly in the various operational roles in the plant and in Industrial Transformation projects for the plant.</p> <p>Mr. Phatak has worked in Areva T&D India Ltd. since 2006 (which thereafter merged with Schneider Electric). He also has several years of experience in handling the Global Supply Chain function for Schneider Electric India Pvt Ltd, Electroshield, Samara (a 100 % Schneider acquired company in Russia) and Industrial Strategy Deployment for Asia Pacific region for Power Systems Division.</p> <p>Mr. Amol Phatak is Bachelor of Engineering (Production) from Mumbai University. He has also completed Management Training from Indian Institute of Management, Bangalore.</p>
2	Past Remuneration (2019-20)	Not Applicable	Not Applicable
3	Recognition or Awards	Nil	Nil
4	Job profile and suitability	Managing Director & Chief Executive Officer	Whole-Time Director
5	Remuneration proposed (2020-2021)	As detailed in Item No. 5 of the Statement under Section 102 of the Act	As detailed in Item No. 4 of the Statement under Section 102 of the Act

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 type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Sanjay Sudhakaran and Mr. Amol Phatak, the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the remuneration packages paid to similar senior level appointees in other companies.

Further, Mr. Sanjay Sudhakaran and Mr. Amol Phatak are professionals and are 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. Mr. Sanjay Sudhakaran and Mr. Amol Phatak are working with the Company in professional capacity.

III. Other Information

1. Reason for loss or inadequate profits

Year 2020-21 was an abnormal year which was impacted due to Covid-19 though we continued to remain focused on our strategy of improving bottom line. The Company was able to maintain momentum in the tough time. Order intake has picked up momentum in Q4 with 13% growth after -28% de-growth in first nine months. Sales was lower by -6.3%. Operationally, the year was in the direction of company's plan and projection.

Had the year not been impacted by Covid-19, the Company would have ended the year in profit.

2. Steps taken or proposed to be taken for improvement

The Company has continued its cost optimization efforts to reduce fixed costs by implementing the restructuring actions. The segment focus has been reinforced and the go-to market with a combination of direct as well as through Partners is being executed to increase reach and cover the right segments and customers with right channel.

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. Also, your Company continue to focus on advance solutions like containerized sub-station (E-house), Eco-Strucxure, etc. which will be 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's Report under the heading "Corporate Governance", forming part of the Annual Report.

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

Date: August 12, 2021
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer
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