

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 Tenth (10th) Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric Infrastructure Limited (“**Company**”) will be held on Tuesday, 8th day of the September 2020 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, 2020 including audited Balance Sheet as at March 31, 2020, 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, 2020 including audited Balance Sheet as at March 31, 2020, 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 appoint Director in place of Ms. Bidisha Nagaraj (DIN: 08080159), who retires by rotation and, being eligible, offers herself for re-appointment 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 of the Companies Act, 2013, Ms. Bidisha Nagaraj (DIN: 08080159), who retires by rotation at this meeting; being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

- To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of Fifteenth (15th) Annual General Meeting and to fix their remuneration, and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all 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 thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. S.R. Batliboi & Co. LLP (Firm Registration No. 301003E/ E300005), for a term of five (5) years from the conclusion of this Annual General Meeting till the conclusion of Fifteenth (15th) Annual General Meeting of the Company at the remuneration and out of pocket expenses to be fixed by the Audit Committee and/or Board of Directors of the Company.”

SPECIAL BUSINESS

- To consider the appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company and, in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Ms. Namrata Kaul (DIN: 00994532) who was appointed as an Additional Director and Non-Executive Independent Director of the Company by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from November 06, 2019 in terms of Section 161(1) of the Act and Articles of Association of the Company and

whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from November 06, 2019 till November 5, 2022, not liable to retire by rotation.”

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 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, 2021 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

6. To consider the appointment Mr. Arnab Roy (DIN: 02522674) as the Whole-Time Director of the Company in Professional capacity 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, and the provisions of the Articles of Association of the Company, Mr. Arnab Roy (DIN: 02522674), who was appointed as an Additional Director and designated as a Whole-Time Director by the Board of Directors of the Company at their meeting held on June 16, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government (if required) or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Arnab Roy (DIN: 02522674), as a Whole-Time Director in Professional capacity for a term of three (3) consecutive years effective from June 16, 2020 to June 15, 2023 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the statement under Section 102 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. Arnab Roy, the terms and conditions of appointment and/or remuneration as per the Company policy for annual assessments and increments.”

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

Bhumika Sood

Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram

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

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on June 16, 2020 considered that the special business

16. 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.
17. 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.
18. 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 have been 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

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

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), were appointed as Statutory Auditors of the Company since inception. After commencement of the Companies Act, 2013 (“the Act”), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors by the members in the fifth (5th) Annual General Meeting (AGM) held on August 11, 2015 to hold office for a period of five (5) years upto the conclusion of 10th AGM and accordingly, they would retire at the conclusion of this AGM.

Since, M/s. S.R. Batliboi & Co. LLP, has completed two terms of five (5) consecutive years, in terms of Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, they are not eligible for re-appointment.

Accordingly, as per the said requirements of the Act, the Board of Directors at its meeting held on June 16, 2020, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) as Statutory Auditors of the Company, for a period of five (5) years, commencing from the conclusion of 10th AGM till the conclusion of the 15th AGM, for approval of the members.

M/s. S N Dhawan & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139 and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

The Audit Committee and the Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. S N Dhawan & Co. LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

In compliance of Regulation 36 of the Listing Regulations as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f. April 1, 2019 the following additional disclosure is being made for reference and information of the members:

(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment along with the rationale for such change

Proposed fee: Fee proposed to be paid to new auditor is approx. ₹ 9.5 million per financial year payable (subject to annual increments, as may be mutually agreed by the Board and Statutory Auditors) in one or more instalments plus applicable taxes, travelling and other out-of-pocket expenses incurred by them for the following services in scope of engagement:

1. Statutory audit of annual financial statements of the Company as per the Act.

2. The quarterly limited review opinions as per the Listing Regulations.
3. The audit opinion on the Internal Financial Controls over financial reporting.
4. Group reporting for the year ending December 31, 2020 and period ending June 30, 2021.
5. Tax audit under the Income Tax Act, 1961.

The fee agreed for the retiring auditors was ₹ 13 million.

The amount of remuneration has been revised having regard to the continuous engagement of the firm with Schneider group across the globe. Also, the firm has obtained greater comfort in recent past over the internal controls designed & operating at Schneider group.

Term of Appointment: Five (5) years from the conclusion of 10th AGM till the conclusion of 15th AGM for FY 2024-2025.

(b) Basis for appointment of S.N. Dhawan & Co LLP as Statutory Auditors

Established in 1940, M/s S.N. Dhawan & Co LLP is one of the largest Chartered Accountant firms in India having in-depth experience in sectors including Manufacturing, Education, Retail, FMCG, Construction Infrastructure, IT and ITES etc. S.N. Dhawan & Co LLP is a member firm of Mazars & delivers assurance services in India.

Mazars is an internationally integrated partnership, specialising in audit, tax and advisory services. Operating in 91 countries and territories around the world, they draw on the expertise of more than 40,000 professionals. Mazars has been one of the joint-auditors of the Schneider group; in India S.N. Dhawan & Co LLP has been the statutory auditors of group company viz. Schneider Electric India Private Limited since 2018.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out under Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Ms. Namrata Kaul (DIN: 00994532) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from November 6, 2019, not liable to retire by rotation, subject to consent of the Members of the Company at 10th AGM.

As an Additional Director, Ms. Kaul holds office till the date of 10th AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Ms. Kaul confirming that she meets the criteria as prescribed under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("the Listing Regulations").

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

Ms. Kaul is having vast experience in banking and finance and has worked in various roles and capacities across Treasury, Corporate Banking, Debt Capital Markets, and Corporate Finance in India and United Kingdom. Your Board believes that given the knowledge, experience and performance of Ms. Kaul, her induction on the Board will be in the interest of the Company and will support in broadening the overall expertise of the Board.

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

Except Ms. Kaul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Copy of the draft letter for appointment of Ms. Kaul as a Non-Executive Independent Director setting out the terms

and conditions is available for inspection by the Members electronically and shall remain open for inspection at the 10th AGM.

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

ITEM NO. 5

On the recommendation of Audit Committee, the Board of Directors at their Meeting held on June 16, 2020 approved the appointment of M/s. Shome & Banerjee, Cost Accountants, New Delhi (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2020-2021 at a remuneration of ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) plus out of pocket expenses and applicable taxes.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the 10th AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of 10th AGM for approval of the Members.

ITEM NO. 6

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee at their meeting held on June 16, 2020 appointed Mr. Arnab Roy (DIN: 02522674) as Additional Director, designated as Whole-Time Director, in professional capacity for a term of three (3) years with effect from June 16, 2020.

Broad particulars of the terms of appointment and remuneration payable to Mr. Arnab Roy are as under:

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

Salary	1,38,66,666/-
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Mediclaim Policy etc.	3,500/-
Target Short Term Incentive Plan (STIP)	34,66,667/-
Amenities including fully Furnished Accommodation, car benefit	As per Company Policy

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

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

(b) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Arnab Roy, as may be determined by the Board and / or the Nomination & 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. Arnab Roy, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

(d) Reimbursement of Expenses:

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

(e) General Terms of Appointment:

The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director/ Board of Directors.

- i. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("the Act") with regard to duties of directors.
- ii. The Whole-Time Director shall adhere to the Company's Principles of Responsibility - Code of Conduct.
- iii. The office of the Whole-Time Director may be terminated by the Company or by him by giving notice as per Company Policy.

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

Mr. Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for his appointment as Director of the Company. Mr. Roy also confirmed that he is not debarred from holding the office of Director pursuant to any Securities & Exchange Board of India (SEBI) order.

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

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. Arnab Roy fulfils these conditions.

The terms as set out in the Resolution and statement under Section 102 of the Act may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Details pursuant to Regulation 36 of 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 is attached as **Annexure- II**.

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

Copy of the Resolution and statement setting out the terms and conditions of Mr. Roy's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 10th AGM.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice of 10th AGM for the approval of the members.

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

Date: June 16, 2020
Place: Gurugram

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

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

Annexure- I to the Notice

Information of Director(s) seeking appointment/ re-appointment at this 10th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, in accordance with the Companies Act, 2013 and Secretarial Standards issued by the Institute of Company Secretaries of India, as on the date of Notice.

Name of Directors/ Particulars	Bidisha Nagaraj	Namrata Kaul	Arnab Roy
Director Identification Number (DIN)	08080159	00994532	02522674
Date of Birth (Age in years)	June 9, 1967 (53 years)	March 15, 1964 (56 years)	August 28, 1973 (46 years)
Date of Appointment	March 7, 2018	November 6, 2019	June 16, 2020
Expertise in specific functional Areas	Marketing & Advertising strategies, Product and Segment Development, Information Technology and Energy management	Treasury, Corporate Banking, Debt Capital markets, Corporate Finance, Corporate Risk Managing, Credit, Regulatory Compliances, Building and managing large teams, Communication, Diversity and Development sector experience	Finance, Accounts, Tax, Operations, Supply Chain, Human Resources and Information Technology
Qualifications	Post Graduate in Mass Communication	Bachelor of Commerce from Lady Shri Ram College, Delhi University; Management Postgraduate from IIM Ahmedabad; Chevening scholar from London School of Economics.	Economics Graduate and a Professional Accountant by qualification. Executive MBA from IIM-Bangalore. Certified Black Belt in Six Sigma from GE.
Experience	28 Years	30 Years	23 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	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.		

Name of Directors/ Particulars	Bidisha Nagaraj	Namrata Kaul	Arnab Roy
Shareholding in Schneider Electric Infrastructure Limited	Nil	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None
Directorship held in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited 2. Fusion Micro Finance Private Limited 3. Vivriti Capital Private Limited 4. Vivriti Asset Management Private Limited 5. Bhopal Smart City Development Corporation Limited 6. Prime Research & Advisory Ltd 7. Synergetics Management and Engineering Consultants Private Limited 8. Care India Solutions for Sustainable Development 	None
Membership/ Chairmanship of Committees in other companies in India	None	<ol style="list-style-type: none"> 1. Prime Securities Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination & Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee 2. Vivriti Capital Private Limited <ul style="list-style-type: none"> • Audit Committee 3. Care India Solutions for Sustainable Development <ul style="list-style-type: none"> • Audit Committee 	None

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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram
Regd. Office: Milestone 87,
Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat

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, 2020:

Particulars	Financial Year 2019-2020 (Amt in ₹ million)
Sales and Services (Net)	13,844
EBITDA	390
(As percentage of net sales)	2.82%
Depreciation	218
EBIT	172
Interest, net	481
Restructuring	(14)
Profit after tax (as per financials)	(296)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2020 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		Arnab Roy
No.	Details	
1	Brief Resume of Director and nature of his expertise in specific functional areas	<p>Mr. Arnab Roy is associated with the Company since March 2017 as the Chief Financial Officer (CFO). Mr. Roy holds aggregate professional experience of 23 years primarily with US, British and French MNC's handling Finance, Accounts, Tax, Operations, Supply Chain, HR, IT, Administration & Regulatory Issues.</p> <p>Mr. Roy has worked as CFO & Head of Operations for last 14 years with U.S. and European MNC's & member of country and APAC leadership team. He has done 5 P&L CFO roles over this period with organizations like Schneider, GE, Tyco Healthcare, G4S and Herbalife.</p> <p>Prior to the CFO role he worked as Controller for four (4) years with US MNC handling entire Finance & Accounts.</p> <p>Prior to Schneider, he was CFO – South Asia of G4S Plc, a UK based company and Finance Transformation Director with a global responsibility reporting to the Group CFO for this responsibility.</p> <p>In his previous experiences, he has worked with GE as Supply Chain CFO covering the manufacturing and sourcing portfolio of GE for all business with a P&L span of 2.2 Bn USD; with Tyco Healthcare as CFO and Director Operations with a South Asia responsibility; with Herbalife and Timken, a Tata Group Company.</p> <p>Mr. Roy is an Economics Graduate and a Professional Accountant by qualification. He has also done an Executive MBA from IIM-Bangalore. He is also a certified Black Belt in Six Sigma from GE.</p> <p>Mr. Roy has also held Board positions in Tyco Healthcare and G4S India.</p>
2	Past Remuneration (2018-19)	Mr. Arnab Roy was the designated Chief Financial Officer of the Company and was drawing remuneration in the said capacity. There is no incremental pay on account of being appoint as Whole-Time Director.
3	Recognition or Awards	Nil
4	Job profile and suitability	Director- Sales
5	Remuneration proposed (2019-2020)	As detailed in Item No. 6 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. Arnab Roy, 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. Arnab Roy is a professional and is not having any interest in the capital of the Company or its holding company or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the Company or its holding company.

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

Besides the remuneration proposed, no other pecuniary relationship exists. He is working with the Company in a professional capacity.

III. Other Information

1. Reason for loss or inadequate profits

Year 2019-2020 was a year when we moved forward with execution of our strategy. The Company was able to maintain a good momentum on order intake this year. Operationally the year was in the direction of Company's plan and projection but got impacted due to two significant abnormal events:

- 1) Flood in Vadodara in end July 2019: Companies operations were impacted for around a month due to this devastation in the plant; and
- 2) Covid19 Impact in February/March' 2020: The Company started seeing the impact of Covid19 since mid-February' 2020 and miss significant sale which could not be executed due to the nationwide lock down.

Excluding these two force majeure events the Company would have ended up in a year of profit.

2. Steps taken or proposed to be taken for improvement

The Company has continued its optimisation efforts to reduce fixed costs by completing the plant restructuring phase 1 actions. The segment focus has been reinforced and specialised segment-based organisation has been put in place. The Go to Market with a combination of Direct and Coverage through Partners is being executed to increase reach and cover the right segment and customer 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 optimise its resources to minimise the fixed cost. Focus on Cash continues. Also, your Company continue to focus on advance solutions like containerised sub-station, Eco-Structure etc. which will be a trend setter in Energy sector and will help in profitable growth through innovative solutions.

IV. Disclosures

The other relevant disclosures are mentioned in the Board'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

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: June 16, 2020
Place: Gurugram

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