

**SEIL/Sec./SE/2021-22/11****June 15, 2021**

The Manager  
Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), MUMBAI 400 051  
Fax # 022-2659 8237/8238/8347/8348  
Symbol: SCHNEIDER

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI 400 001  
Fax # 022-2272 3121/2037/2039  
Scrip Code No. 534139

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021**

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are submitting herewith the Annual Secretarial Compliance Report dated June 12, 2021 issued by M/s. Sanjay Grover & Associates, Company Secretaries, for the financial year ended March 31, 2021.

The said report is also available on the Company's website i.e. [www.schneiderinfra.in](http://www.schneiderinfra.in).

Kindly take the same on record.

**Yours Sincerely,  
For Schneider Electric Infrastructure Limited**

**(Bhumika Sood)  
Company Secretary and Compliance Officer**

**Encl: As above**

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

### Annual Secretarial Compliance Report of Schneider Electric Infrastructure Limited for the year ended 31st March, 2021

We, Sanjay Grover & Associates, have examined: —

- (a) all the documents and records made available to us and explanation provided by Schneider Electric Infrastructure Limited (“the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2021** (“Review Period”) in respect of compliance with the provisions of: —

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: —

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) \*Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) \*Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) \*Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) \*Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

\*No event took place under these regulations during the review period.



And based on the above examination, we hereby report that, during the Review Period:—

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: —

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
<b>1.</b>		<b>None</b>	

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder: —

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
<b>1.</b>			<b>None</b>	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous report i.e. for the year ended 31<sup>st</sup> March, 2019.</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March, 2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	Not Applicable	It was observed from the minutes of the Board meeting held on 05.02.2020 provided to us that the	The Company has duly complied with the provisions of applicable laws in relation to conducting a separate meeting of Independent Directors. The minutes of meeting of Independent Directors are	Observations of Practicing Company Secretary (PCS) in previous report pertain to matter of compliance in FY 2019-20 only.



		meeting of independent directors was held. However, we have not found any document or record including date of meeting, attendance register, Minutes of meeting of independent Directors etc.	not required to be maintained as per the provisions of law. Further, the notice regarding separate meeting of Independent Directors clearly mentioning date, time and mode of the meeting was sent to all the Independent Directors by the Company Secretary. The minutes of Board meeting held on February 5, 2020 clearly captures the summary of separate meeting of Independent Directors.	Company's comments are reproduced in prior column on observation of PCS and the same are self-explanatory. Hence, no further comments are required in this report.
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**I, further, report that** the Company has complied with the provisions of para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18,2019 as the conditions mentioned in aforesaid para 6(A) and 6(B) are included in the terms of appointment of the Statutory Auditor at the time of their appointment in the Annual General Meeting of the Company held on September 08, 2020.

**For Sanjay Grover & Associates  
Company Secretaries**  
Firm Registration No. P2001DE052900



New Delhi  
June 12, 2021

**Mohinder Paul Kharbanda**  
**Partner**  
FCS No. 2365C.P. No. 22192  
UDIN: F002365C000450989

**Note**

*The audit period was covered with severe CoVid 19 pandemic wave with strict restrictions and lock-down conditions in place. Hence, best possible practices and procedures were followed to conduct the audit for issue of this Annual Compliance Report. The Company made due efforts to make available the relevant records and documents which were verified through online audio-visual means.*