

(THE COMPANIES ACT, 2013)
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION OF
SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

- i. The name of the Company is **SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED**
- ii. The registered office of the Company will be situated in the State of Gujarat.
- iii. The objects for which the Company is established are:

A. The objects to be pursued by the Company on its incorporation are:*

1. To manufacture, design, build and service 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 equipments.
2. To design, manufacture, build, supply, service, engineered and technologically advanced products, turnkey integrated solutions for efficient management of energy comprising all types of transformers, air insulated and gas insulated switchgears, package substations, auto reclosures, sectionalisers, substation automation systems, network automation system protection, control and measurement devices and solution for smart grid and smart infrastructure

B. Matters which are necessary for furtherance of the objects specified in clause iii(A) are:*

1. To purchase or otherwise acquire, own, import, all materials including tools, utensils, products, material substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the businesses of the Company and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the business of the Company.
2. To acquire build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, plants, machinery and other things as may be necessary or convenient to achieve the main objects of the Company.
3. To purchase, take on lease, tenancy, in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever over any property, real or personal, and to hold, develop, work concessions, grants, decrees, licenses, privileges, claims, options, leases on property, real or personal, or rights, or powers of any kind which may appear to be necessary or convenient for the business of the Company, or enhance the value of any other property of the Company.
4. To insure with other company or person against losses, damages, risks and liabilities of all kinds which may affect the Company and to insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from any liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part of portions thereof either on mutual principle or otherwise.
5. To purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, licenses, protections, inventions, copyrights, trade marks, trade names, concessions and like rights, conferring exclusive or non-exclusive or limited right to use or publish information which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

*Amended by way of Special Resolution passed by the Shareholders in the 7th Annual General Meeting held on 22.09.2017

6. To undertake, aid, promote and co-ordinate project studies, arrange collaboration, extend technical assistance and services, establish training centers to develop methods, procedures, principles, prepare scheme, project reports, market research and studies, to arrange technical, financial, legal and management agreement, to make agreements and arrangements to provide management personnel, supervise and set up production techniques assist in finding markets for manufactured goods in India and foreign origin.
7. To establish, provide, encourage, maintain, conduct, do research and development activities and such other tests, studies, thesis, investigations, inventions and improvements or information technology which is likely to assist the business of Company.
8. To incur expenses on experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, process of information of the Company or which the Company may acquire or propose to acquire.
9. To pay for technical know-how, technical engineering assistance and information and/or services rights or privileges by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.
10. To provide and assist in the provision of training, education, aid and advice and to publish and distribute material in respect of any matters connected with or incidental to the business of the Company.
11. To carry on business of marketing and advertising of the products manufactured or distributed and of the services delivered.
12. To render organization development service, staff recruitment, development and training services and assist in equipment handling and in establishing of system and procedure and preparation, procurement or manuals of all kinds, literature, business forms and instruction sets.
13. To adopt such means of making known the products of the Company as may seem expedient and in particular advertising in the press, information & broadcast media, by circulars, by purchase and exhibition of works of art of interest, by publication of books and periodicals and granting prizes, rewards, donations or holding exhibitions, conferences & road show etc.
14. Subject to the provision of the Companies Act, 1956, to borrow or raise with or without interest or secure the payment of money for any of the purposes of the Company and at such time and from time to time in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) or perpetual annuities, and to secure the repayment of any money borrowed, raised, or owing by mortgage, pledge, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including profits of the Company present and future, its uncalled capital by special assignment or otherwise to transfer or convey the same absolutely or in trust and to give the lender power of sale and other powers as may seem expedient and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien to secure or guarantee the performance by the Company of any obligation or liability it may undertake.
15. To stand guarantors and be surety or answerable for the debts or defaults of my person, firm or company arising on contracts for payment or repayment of money or loans or the fulfillment of any obligations or performance by any such person, firm or company, and to enter into contracts of indemnity or guarantee or any concession, decree or enactment, on such terms and conditions as may seem necessary or expedient for effecting the same.
16. To enter into any arrangement with any Government or authorities (supreme, municipal, local, or otherwise) or any corporation, companies, or persons that may seem conducive to the Company's business or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, barter, leases, licenses, decrees, rights, privileges, concessions or

otherwise either absolutely or conditionally and either alone or jointly with others, movable and immovable properties of any description which may seem necessary and/or advantageous for any of the purposes of the Company.

17. To secure, organize, manage or enter into joint venture agreements, collaborations, reciprocal concessions or co-operation and agreements with any person, firm, company, corporation, authority.
18. To organize, accept or implement any take-over bids, mergers, amalgamations, acquisitions, diversifications, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of person whether incorporated or not, whether by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies, and to promote or procure incorporation, formation or setting up of concerns and undertaking whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
19. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
20. To apply for, promote and obtain any order or license from the concerned authority for enabling the Company to carry out or give effect to any of its objects, or for effecting any modification of the Company's constitution, or for any other purpose which may sent directly or indirectly to promote the Company's interest, and to oppose any proceedings likely to directly or indirectly prejudice the Company's interests.
21. To appoint engineers, technicians, professionals, contractors, managers, brokers, canvassers, agents, and other persons, and to discharge and to discontinue the services of such persons, and to establish, undertake, transact, execute and maintain agencies or branches in any part of India or elsewhere for the purpose of carrying out any of the activities of the Company.
22. To nominate any and all directors or managers of any subsidiary company or of my other company in which the Company is or may be interested.
23. To employ, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, manager, assistant, support staff and other employees and to remunerate them at such rates as the Company may deem fit.
24. To employ requisite number of foreign technicians or experts or advisers on contract basis or otherwise for furtherance of the Company's objectives.
25. To engage any person, firm or company for rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company, as the Company may deem fit.
26. To pay all or any expenses incurred in connection with or incidental to the formation, promotion, and incorporation of this or any other company, or to contract with any person, firm or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this or any other company.
27. To distribute as bonus shares amongst the members, or to place as reserve, as the Company may from time to time determine, any monies received in payment of forfeited shares and monies arising from the sale by the Company of forfeited shares or any monies received by way of premium on shares or debentures issued at a premium by the Company.
28. To procure the Company to be registered or recognised in any foreign country or place and procure incorporation, registration or other recognition of the Company in any other country, state or place outside India, and to establish and maintain local registers of any branch, places of business in any

part of the world.

29. To create any depreciation fund, reserve fund, sinking fund, insurance funds, educational fund or any other special fund or reserves whether depreciation or repairing, improving, extending or maintaining any properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
30. To invest, other than investment in Company's own shares, any money of the Company not immediately required, in any investments, movable or immovable, as may be deemed proper, and to hold or invest in shares or stock in the Company as may be necessary for the main businesses of the Company.
31. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of any persons who are or were at any time in the employment or services of the Company or of any company which is subsidiary of the Company or its allied to or associated with the Company or with any such subsidiary or who are or were at any time directors or officers of the Company or of any such other company as aforesaid and families and dependents of any such persons, and also to establish and subscribe to any institution, association, clubs or funds calculated to be such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid either alone or in conjunction with any such other company as aforesaid.
32. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, notes, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
33. To receive gifts or income to or from such persons, institutions or trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also remunerate any person or corporation introducing or assisting in any manner the business of the Company.
34. To execute any trust which may seem to the Company desirable, either gratuitously or otherwise, and vest any real or personal property, rights or interests, acquired by or belonging to the Company, in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company and also to accept gifts including by way of awards or prizes from the Government and other bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children for deserving objects and for such other persons also and to act as trustees.
35. To provide for the welfare of directors or employees of the Company or the dependents or connections of such persons by building or contributing to the buildings or houses or dwellings or quarters or by grants of money and from time to time, subscribing or contributing towards places or instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
36. To find, support and subscribe to any charitable or public object, and any institutions, society, or club which may be for the benefit of the Company or its employees, or which may be connected with any town or place where the Company or any company in which it is interested carries on the business.
37. To aid, pecuniary or otherwise, any association, body or movement, having as an object the solution or settlement of industrial or labour problems or troubles or the promotion of industry.
38. In the event of winding up, to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Company Act, 1956.
39. To open account or accounts with any firm or with any bank or banks or bankers to pay into and to withdraw money from such accounts.
40. To pay to promoters such remuneration and fees and otherwise remunerate them for their time and

for the services rendered by them.

41. To distribute any of the Company's property or assets or proceeds of sale or disposal of any property of the Company among the members in specie.
42. To become members of, and communicate with, trade, industry and business association, chambers of commerce and other mercantile and public bodies throughout India and in other parts of the world, and to promote measures for the advancement and protection of the trade, industry and businesses in which the Company may be engaged.
43. To do all or any of the main objects in any part of the world, and either as principals, agents, contractors, sub-contractors, trustees carriers, brokers, underwriters, insurers, factors or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, institution, authority, municipality, province, state government or others.
44. To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company purchasing the same.
45. To sub-contract all or any contracts from time to time and upon such terms and conditions as the Company may deem expedient.
46. To do all such other things as the Company may deem incidental or conducive to the attainment of any of the main objects of the Company.
47. To carry on in India and anywhere in the world, the business of providing engineering and projects related services including the business of acting as industrial, technical, process and engineering consultants, researchers, advisers, designers, engineers, planners, purchasers, inspectors, testers, contractors, erectors, providers of commissioning services, plant operators, producers, manufacturers, providers of maintenance services, relating to building materials, material handling, power plants, all kinds and types of infrastructure industries, utilities and facilities, general engineering and technical plants and machinery and equipment.
48. To carry on the business of electrical, mechanical, hydraulic and general engineer and contractor, manufacturer of and dealer in electric, magnetic, and galvanic apparatus, machinery and appliances and manufacturer and supplier of all kinds of light, heat, sound and power, and any articles or things capable of being used in connection therewith.
49. To establish and carry on any business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or to facilitate the disposition thereof.
50. To carry on the business of advisors on problems relating to administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to any type of business or industry.
51. To establish and operate data and information processing centre and bureaus and to render services to customers in India and elsewhere by processing their jobs at data processing.
52. To lend and advance money or give credit to such persons and companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.

To apply for, promote, and obtain any Act or Parliament, provisional order of the Government of India or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem

expedient, and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's Interests.

53. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy for discharging what is considered to be the social and moral responsibilities of the Company to the public or any section of the public as also any activity which is considered likely to promote national welfare or social, economic or moral uplift of the public or any section of the public.
54. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
55. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in each paragraph of this clause shall be in no way restricted by reference to or inference from the terms of any other paragraph or the order in which they appear or the name of the Company, it being intended that the objects stated in each paragraph of this clause shall be and be deemed to be separate, distinct, and independent objects.

IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*

V. "The Authorized Share Capital of the Company is Rs. 230 Crore (Rupees Two Hundred Thirty Crore) divided into 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 180,000,000 (Eighteen Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 1800,000,000 (Rupees One Hundred Eighty Crore).**"

*Amended by way of Special Resolution passed by the Shareholders in the 7th Annual General Meeting held on 22.09.2017

**Authorized Share Capital of the Company increased Rs. 100 Crore (Rupees One Hundred Crore) consisting of 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 50,000,000 (Five Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) to Rs. 230 Crore (Rupees Two Hundred Thirty Crore) divided into 250,000,000 (Twenty Five Crore) Equity Shares of Rs. 2 (Rupees Two) each aggregating to Rs. 500,000,000 (Rupees Fifty Crore) and 180,000,000 (Eighteen Crore) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 1800,000,000 (Rupees One Hundred Eighty Crore) vide resolution passed by way of Postal Ballot on Friday, 04rd day of March, 2016 at 4:00 P.M at The IGL Complex, Plot NO. 2B, Sector-126, Noida-201304, UP, India.

We, the several persons, whose names and addresses are subscribed, hereto are desirous of being formed into a company in pursuance of THIS MEMORANDUM OF ASSOCIATION, and we respectively agree to take the number of equity shares in the capital of the company, set opposite our respective names:-

S. No.	Name, address, description and occupation of each Subscriber	No. of equity shares taken by each Subscriber	Signature Subscriber	Name, address & description of Witness
1.	Anwa TaD India Limited E- 48/7, Okhla Industrial Area Phase-II, New Delhi (Company) Through Graham Johnson S/o Mr. Donald Johnson R/o G-5, Maharani Bagh, New Delhi-110065 (Company Executive) As an Authorised Signatory	499994 (Four Lac Ninety Nine Thousand Nine Hundred Ninety Four) Equity Share		I witness the Signature of all the subscriber who have signed in my presence. For RAJIV RASTGI & ASSOCIATES Chartered Accountants. M. No. 86352 (RAJIV RUSTGI) FCA S/o Late Sh. R.C. RUSTGI R/o 110/10, Gautam Nagar, New Delhi-49
2.	Graham Johnson S/o Mr. Donald Johnson R/o G-5, Maharani Bagh, New Delhi-110065 (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share.		
3.	Prakash Kumar Chandrakar S/o Shri B.R. Chandrakar R/o A-440, Telecom City, Sector-62, Noida-201301 (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share.		
4.	Sandeep Selot S/o Shri S.C. Selot Res.: 28A, Pocket – A14, Himgiri Apartments, DDA Flats Kalkaji Extn., New Delhi (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share.		

Total c/f 499997

b/f 499997

S. No.	Name, address, description and occupation of each Subscriber	No. of equity shares taken by each Subscriber	Signature Subscriber	Name, address & description of Witness
5.	Manish Gupta S/o Brahma Prakash Gupta R/o 4201, ATS Green-II, Sector-50, Noida-201301 (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share.		I witness the Signature of all the subscriber who have signed in my presence. For RAJIV RASTGI & ASSOCIATES Chartered Accountants. M. No. 86352 (RAJIV RUSTGI) FC \ S/o Late Sh. R. C. RUSTGI R/o 110/10, Gautam Nagar, New Delhi-49
6.	Rajeev Singh Rawal S/o Jasbir Singh Rawal R/o House Number-1066, Sector-16, Faridabad-121003 (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share.		
7.	Sanjay Mitra S/o Shri N.G. Mitra R/o 137, RPS Sheikh Sarai, Phase-1, Malviya Nagar, New Delhi-110017 (Company Executive) As a Nominee of AREVA T&D India Limited	1 (One) Equity Share		
	TOTAL	5,00,000 (Five Lacs)		

Date: 08/03/2011

Place: New Delhi