

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Draft Annual Secretarial Compliance Report of Schneider Electric Infrastructure Limited for the year ended 31st March, 2022

[Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015]

I, Vijay K. Singhal, Partner of 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 **31st March, 2022** (“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 (“LODR Regulations”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {Not applicable during the Review Period};
- (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 {Not applicable during the Review Period};
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014 {Not applicable during the review period};



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 {Not applicable during the review period};
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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: —

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per the Regulation 18(2)(a) of LODR Regulations, the audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	The gap between two consecutive Audit Committee Meetings held on February 10, 2021 and June 23, 2021 was more than 120 days which is not as per the provisions of Regulation 18(2)(a) of LODR Regulations	Considering the relaxations granted by SEBI circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/56 dated April 29, 2021 extending the timelines for adoption of accounts till June 30, 2021, the Audit Committee Meeting was conducted on June 23, 2021 and therefore, the gap between the meetings may be considered pursuant to the said relaxation. Thereafter, the Company has ensured that the time gap between two Audit Committee Meetings was less than 120 days in compliance of the LODR Regulations.

- 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: —



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

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Not Applicable*			

* The Company has taken all sufficient steps to address the concerns raised/ observations in report pertaining to FY 2019-20.

I, further, report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the listed entity during the review period and the Company was in compliance with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



Place: New Delhi
Date: May 21, 2022

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

Vijay K. Singhal
Partner

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UDIN: A021089D000361858