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Notice of

# Schneider Electric Infrastructure Limited

Annual General Meeting 2017

http://infra.schneider-electric.com/in/

# SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

Regd. Office: Milestone 87, Vadodara-Halol Highway, Village Kotambi,
Post Office Jarod,Vadodara 391 510, Gujarat, CIN: L31900GJ2011PLC064420
Phone:02668 664466 /664300, Fax: 02668 664621Website:http://infra.schneider-electric.com/in/
E-mail: company.secretary@schneider-electric.com

**NOTICE** is hereby given that the Seventh Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Friday, 22nd day of the September, 2017 at 11:00 A.M at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Sarwate (DIN 07424152) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anil Chaudhry (DIN 03213517) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors for the Financial Year 2017-18 and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the appointment of M/s S.R Batliboi & Co, LLP, Chartered Accountants (ICAI Registration No 301003E/E300005), be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company at a remuneration (exclusive of applicable Taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), as may be fixed by the Board of Directors of the Company."

## SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), who were appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 4,34,000 (Rupees Four Lakhs Thirty Four Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to the necessary approval(s), if any, from the competent authorities, following alterations be made in the existing Memorandum of Association of the Company:

I. In the first line at page number 1 of the Memorandum of Association, the words "THE COMPANIES ACT, 1956" be substituted with "THE COMPANIES ACT, 2013".

II. The words "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" as mentioned in the heading of Clause III(B) of the Objects Clause of the Memorandum of Association be substituted with "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)".

III. The Words "Companies Act, 1956" mentioned in the first line of sub-clause 14 of the Clause III(B) be and is hereby substituted with "The Companies Act, 2013"

IV. The Words "Companies Act, 1956" mentioned in the second line of sub-clause 38 of the Clause III(B) be and is hereby substituted with "The Companies Act, 2013"

V. The Clause III(B) of the Objects Clause of the Memorandum of Association be and is hereby altered by inserting following 9 sub-clauses after sub-clause 46 of Clause III(B):

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 ender 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 center 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.

53. 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 effector 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.

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 though 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.

VI. Whole of the other objects for which the Company is established as mentioned in Clause III (c) of the Objects Clause of the Memorandum of Association starting from 1 to 10 be and is hereby deleted.

VII. The existing Clause IV of the Liability Clause of Memorandum of Association of the Company be and is hereby substituted with the following :

"The Liability of the Members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them."

**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 may be necessary, proper and expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**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 may be necessary, proper and expedient to give effect to this resolution."

8. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to ratify, approve and enter into related party transaction(s) with any Related Party individually including material related party transaction(s) for transfer of resources, services and obligations, including a single transaction or a group of transactions in a contract, on such terms & conditions as the Board may deem fit, from time to time, the value of these transaction(s) may exceed 10% of the annual turnover as per the last audited financial statements of the Company provided that the total value of the transaction(s)by the Board shall not at any time exceed Rs. 600 Crores (Rupees Six Hundred Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

9. To consider, and if thought fit, to pass with or without modification(s), 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 World Wide 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 2016-17.

**RESOLVED FURTHER THAT** the Board 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), 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 be and is hereby authorized to delegate all or any of its powers to any Committee of Directors of the Company or to any officer of the Company to give effect to this Resolution 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."

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

**Anil Rustgi**
Company Secretary
FCS-2362
Address: 135, Medha Apartments,
Mayur Vihar Phase- I Extension, Delhi 110091

Date: 27th July, 2017
Place: New Delhi

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

   Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at item 5 to 9 of the Notice as set out above, is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive).

4. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, will be available for inspection by the members at the Annual General Meeting.

5. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.

6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the Attendance Slip to the Meeting duly filled in, for attending the Meeting.

7. Members, who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agents for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.

8. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

9. The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

10. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents, at the address mentioned below:

    CB MANAGEMENT SERVICES (P) LIMITED
    P-22, BONDEL ROAD, KOLKATA- 700 019
    TEL: +91 33 4011 6700
    EMAIL: rta@cbmsl.com
    Contact Person: Mr. Amit Banerjee

11. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

12. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2016-17 is being sent in the permitted mode.

13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website http://infra.schneider-electric.com/in/ and NSDL e-voting website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Vadodara, Gujarat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company Secretary at email id: company.secretary@schneider-electric.com.

14. Voting through Electronic Means - Remote E-Voting

    I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 7th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting) will be provided by National Securities Depository Limited (NSDL).

    II. The facility for voting through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.

    III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.

    IV. The remote e-voting period commences on 19thSeptember, 2017 (9:00 AM) and ends on 21st September, 2017(5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.15th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

    V. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 15th September, 2017 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relation@schneider-electric.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

    VI. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e.,15th September, 2017 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

A. Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company/Depository Participants will receive an email from NSDL informing user ID and Password:

1. Open email and open PDF file viz; "Schneider remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
7. Select "EVEN" of Schneider Electric Infrastructure Limited.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nazim@mnkassociates.com with a copy marked to evoting@nsdl.co.in.

B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

   **EVEN** (Remote E Voting Event Number) **USER ID PASSWORD/PIN**

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of https://www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on the site to reset the password.

X. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

XI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

XII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e.15th September, 2017.

XIII. Mohd. Nazim Khan, Company Secretary in Practice (FCS 6529 and CP 8245)Address: G-41, Ground Floor, West Patel Nagar, New Delhi-110008 has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website http://infra.schneider-electric.com/in/and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned stock exchanges.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

16. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.

17. **Members who have not registered /updated their e-mail addresses with CB Management Services (P) Limited, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.**

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business at Items 5 to 9 of the accompanying Notice.

### Item No. 5

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

Accordingly, the Board on the recommendation of the Audit Committee has approved the appointment of M/s. Shome & Bannerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), as the Cost Auditors to conduct the audit of Cost records of the Company for the financial year 2017-18, at a remuneration of Rs. 4,34,000 (Rupees Four Lakhs Thirty Four Thousand Only)plus applicable taxes and reimbursement of out-of-pocket expenses).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

### Item No. 6

In order to align the existing Memorandum of Association of the Company as per the Companies Act, 2013, the Board of Directors, at their meeting held on 27th July, 2017, has approved the alteration in Memorandum of Association subject to the approval of the shareholders.

The draft of the amended Memorandum of Association proposed for approval, is available on the website of the Company i.e. http://infra.schneider-electric.com/in/ and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

### Item No. 7

In order to align the existing Articles of Association of the Company as per the Companies Act, 2013, the Board of Directors, at their meeting held on 27th July, 2017, has approved the alteration in Articles of Association subject to approval of the shareholders.

Accordingly, the draft of the new set of Articles proposed for approval is available on the website of the Company i.e. http://infra.schneider-electric.com/in/ and also available for inspection by the shareholders of the Company during normal business hours at the Registered Office of the Company and copies thereof shall also be made available at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

Item No. 8

In view of the increasing volume of transactions with related parties, either singly or together, the total value of related party transactions with a related party are likely to exceed the limit of 10% of the total turnover as set by SEBI for bringing them into the category of materiality.

The Board of Directors hereby seeks the members' approval by way of a special resolution, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to empower the Board to ratify, approve and enter into related party transaction(s) with any Related Party individually including material related party transaction(s) for transfer of resources, services and obligations, including as single transaction or a group of transactions in a contract, on such terms & conditions as the Board may deem fit, from time to time, the value of these transaction(s) shall not at any time exceed Rs. 600 Crores (Rupees Six Hundred Crores).

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the Resolution.

Item No. 9

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") as employees of the group company.

The Scheme is available in 32 countries, covering approximately 1,21,000 employees of Schneider Electric Group. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees so as to inculcate a sense of participation in the fortunes of the Company.

SE France is Ultimate Holding Company of your Company. Accordingly, employees of your Company are also entitled to subscribe shares of SE France.

Pursuant to Section 67 of the Companies Act, 2013, no public company shall give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company unless the same is approved by the Company through a special resolution.

Under the Scheme, since the employer makes a matching contribution up to a limit, the net gains to the employees are expected to be positive, subject to unforeseen circumstances. This scheme has been found to be very effective for retention of key talent and hence will benefit the Company.

The full scheme is available for inspection by the members at the Registered Office of the Company and on its web site http://infra.schneider-electric.com/in/.

None of the Directors except Mr. Prakash Kumar Chandraker - Managing Director, Mr. Vivek Sarwate - Whole-Time Director, Mr. Arnab Roy - Chief Financial Officer and Mr. Anil Rustgi, Company Secretary of the Company and their relatives are concerned or interested, financial or otherwise and do not have any conflict of interest in the resolution.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

By Order of the Board of Directors

For Schneider Electric Infrastructure Limited

**Anil Rustgi**
Company Secretary
FCS-2362

Date: 27th July, 2017
Place: New Delhi

Address: 135, Medha Apartments,
Mayur Vihar Phase - I Extension, Delhi 110091

## Details pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking re-appointment at the Annual General Meeting:

| S. No. | Particulars | Mr. Vivek Sarwate (DIN 07424152) | Mr. Anil Chaudhry (DIN 03213517) |
|---|---|---|---|
| a. | Brief Resume of Director and nature of his expertise in specific functional areas | Mr. Vivek Sarwate is an Entrepreneurial leader with 20 years expertise in R&D, Product Marketing, Exports, Business Development and ETO (Engineering to Order)Front End Processes like Engineering, Project Management and Tendering.<br><br>He has demonstrated strengths in creating strategy for New Products and Product Launches in India and Export Markets.<br><br>He has proven ability to create value through improvements in ETO Processes to increase Profitability of ETO plants, by involving cross functional teams and successfully envisaging & implementing strategies with the help of team members.<br><br>He has completed Electrical Engineering from Govt. Engineering College - Jabalpur, India in the year 1996 and Masters of Science in Power Systems from Arizona State University, USA in the year 2003. | Mr. Anil Chaudhry is the Managing Director and Country President of Schneider Electric India Private Limited since 2013. Prior to this, he was the Senior Vice President, Global Sales Organisation, Infrastructure and a member of the Leadership Team in Paris. In his professional career of over 30 years, he has held leadership positions in management, operations, sales, strategy and business development with Global responsibility based out of Europe and India.<br><br>He has been associated with the Energy and Infrastructure sector in major part of his career and has done substantial amount of work, spanning over three decades, for French business interests worldwide with a focus on infrastructure development, climate change, access to energy, skills development and promoting diversity & inclusion. He is also member of Women Advisory Board at Schneider Electric.<br><br>In July 2015, he was conferred the highest French civilian distinction – Chevalier de la Légion d'Honneur (Knight of the Legion of Honour) by President of Republic of France recognizing his significant contributions towards strengthening Indo-French economic relations.<br><br>He has published and presented numerous Technical and concept Papers at various national and international seminars for application of Digital Technology, Automation & IoT for Energy Management and Efficiency for Smart Infrastructure and Smart Cities. |
| b. | Disclosure of relationships between directors inter-se | Nil | Nil |
| c. | Names of listed entities in which the person also holds the directorship and the membership of Committees of the board | Nil | Nil |
| d. | Shareholding of non-executive directors | Nil | Nil |

**Route Map to the Venue of the AGM: The Gateway Hotels, Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat.**

