Schneider Electric

Notice of

Schneider Electric Infrastructure Limited

Annual General Meeting 2015

www.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 662000, Fax: 02668 662200 Website: www. infra.schneider-electric.com/in
e-mail: company.secretary@schneider-electric.com

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Schneider Electric Infrastructure Limited will be held on Tuesday, 11th day of the August, 2015 at 11:00 A.M at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat (India) to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon.
2. 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.
3. To appoint Auditors 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, M/s S.R Batliboi & Co, LLP, Chartered Accountants (ICAI Registration No 301003E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the Tenth Annual General Meeting of the Company subject to ratification of appointment by the members at every Annual General Meeting at a remuneration (exclusive of Service Tax 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

4. 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 the Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Sugata Sircar (DIN: 01119161), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office 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 of the Companies Act, 2013 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."
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 the Section 149, 152 and other applicable provisions of the Companies Act, 2013, Ms. Sonali Kaushik (DIN: 07011781), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office 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 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
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 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company and subject to such consent and permission as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, permission, approval of the Shareholders be and is hereby granted to re-appoint Mr. Prakash Kumar Chandraker, Managing Director of the Company for a period of 3 Years with effect from 16th December, 2014 on the material terms and conditions of his appointment are as under:

Basic Salary	Rs. 32,96,592 p.a
HRA	Rs. 16,48,296 p.a
Special Allowance	Rs. 21,54,747 p.a
Other Perks:	
Variable Pay	As per Company's Policy
Conveyance Allowance	As per Company's Policy
Leave Encashment	As per Company's Policy
Education Allowance	As per Company's Policy
Medical Reimbursement	As per Company's Policy
LTA	As per Company's Policy
Car Related Expenses	As per Company's Policy
Co Contribution to PF	As per Company's Policy
Gratuity	As per Company's Policy
WESOP	As per Company's Policy

RESOLVED FURTHER THAT the Board of Directors, which term shall include the Committee of the Board duly constituted, be and is hereby authorized to alter and vary, from time to time, during the tenure of appointment of Mr. Prakash Kumar Chandraker, the terms and conditions of appointment including as to remuneration in such manner as in the best interest of the Company and in accordance with the laws in force from time to time and acceptable to Mr. Prakash Kumar Chandraker, provided that the remuneration after such alteration shall not exceed the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration as aforesaid, shall be paid as minimum remuneration, if necessary, with the approval of the Central Government, for any year in the event of absence or inadequacy of profits for such year.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and is hereby severally authorised to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company."

7. To consider, and if thought fit, to pass with or without modification 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 2015-16 at a remuneration of Rs. 4,00,000 (Rupees Four Lakhs exclusive of applicable service tax and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and is hereby severally 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 with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the existing Authorized Share Capital of the Company, be and is hereby increased from Rs. 50 Crores (Rupees Fifty Crores) consisting of 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2

(Rupees Two) each to Rs. 100 Crores (Rupees One Hundred Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2 (Rupees Two) each and 5,00,00,000 (Five Crores) Cumulative Reedemable Preference Shares of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following Clause:

Clause V:

The Authorized Share Capital of the Company is Rs. 100 Crores (Rupees One Hundred Crore) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2 (Rupees Two) each and 5,00,00,000 (Five Crores) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient 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:

"RESOVLED THAT pursuant to Section 14 read with Section 55 and other applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder and such approvals as may be required, from time to time, in this regard, Articles of Association of the Company be and is hereby altered by inserting the following new Article to the Articles of Association of the Company:

Issue of Preference Shares

2A Subject to the provisions of Section 55 and other applicable provisions of the Companies Act, 2013, the Board shall have the power to issue Preference Shares and determine the terms and conditions of their issue, as it may in its absolute discretion, deem fit, relating to the tenure, rate of dividend, conversion into equity shares, period of payment of dividend, redemption and other matters in connection therewith or incidental thereto.

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."

10. 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 Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SA, France and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2014-15.

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 SA, 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."

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

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions, of the Companies Act, 2013, if any, and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars and provisions of the Memorandum and Articles of Association of the Company and all other approvals as may be required, the Board of Director of the Company be and is hereby authorized to offer, issue and allot, 4,70,00,000 8% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each fully paid up, in one or more tranches on preferential basis, to the promoter, M/s. Energy Grid Automation Transformers and Switchgears India Private Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and matters flowing there from, connected with and incidental thereto, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment thereof including listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in connection with the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or Managing Director or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

By Order of the Board of Directors
Anil Rustgi
Company Secretary

FCS-2362
Address: 135,Medha Appartments,
Mayur Vihar Phase - I Extension,
Delhi 110091

Date: 15.05.2015
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 4 to 11 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 Wednesday, August 05, 2015 to Tuesday, August 11, 2015 (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 AGM.

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 6700/2280
    EMAIL: rta@cbmsl.com

    Contact Person: Mr. Shankar Ghosh

11. Details under Clause 49 of the Listing Agreement 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 2014-15 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 2014-15 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 2014-15 will also be available on the Company's website www.schneider-infra.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 Gujarat, Vododara 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 Clause 35B of the Listing Agreement, the Company is pleased to provide Members with a facility to exercise their right to vote at the 5th 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 8th August, 2015 (9:00 am) and ends on 10th August, 2015 (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., 04rd August, 2015, 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., 04th August, 2015 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., 04th August, 2015 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@nesarassociates.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:

   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 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" option available on www.evoting.nsdl.com

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., 04rd August , 2015.

XIII. Mr. Nesar Ahmad FCS, Company Secretary in Practice (FCS 3360 and CP 1966, Address: "Sankalp", C-227, Ground Floor, Westend Marg, Near Garden of Five Senses, Paryavaran Complex, New Delhi-110030 (India) 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 favour 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 www.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.

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 4 to 11 of the accompanying Notice.

Item No. 4

The Board of Directors in its meeting held on 02nd November, 2014 appointed Mr. Sugata Sircar as an Additional Director of the Company w.e.f 02nd November, 2014.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sugata Sircar will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Sugata Sircar for the office of director of the Company.

Except Mr. Sugata Sircar, 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. 5

The Board of Directors in its meeting held on 02nd November, 2014 appointed Ms. Sonali Kaushik as an Additional Director of the Company effective from the date of allotment of Director Identification Number (DIN). The DIN was allotted on 07.11.2014. Accordingly, the effective date of appointment of Ms. Sonali Kaushik is 07.11.2014.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Sonali Kaushik will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Sonali Kaushik for the office of director of the Company.

Except Ms. Sonali Kaushik, 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

The Board of Directors in its meeting held on 02nd November, 2014 re-appointed Mr. Prakash Kumar Chandraker as Managing Director of the Company for a period of three years with effect from 16th December, 2014 on the terms and conditions as set out in the Resolution, subject to approval of Shareholders and Central Government, if required.

Mr. Prakash Kumar Chandraker is an Electrical Engineering graduate and has pursued his Professional trainings in Business Leadership from IIM Bangalore and Management Leadership from Management Centre Europe (MCE).

He has more than 27 years of versatile experience in the Power Industry where he has held different leadership positions in domains of Business Development, Marketing, Sales and Operations in companies like Cegelec India, Alstom T&D, and Areva T&D. During his tenure as Head Automation business, Areva T&D, he has spearheaded the implementation of unified Load Despatch Centres and Energy Management Schemes for Power Grid Corporation of India Limited (PGCIL) and various utilities in India. He was also awarded for Excellence in Operations during this period.

As a member of CII National Committee IEEMA, Prakash has presented various technical and Strategic papers for Smartcity, Smartgrid, Self healing grid and Energy management. For his thought leadership and expertise in these fields he has represented Schneider Electric numerous times on media and various other forums.

A statement pursuant to SCHEDULE V PART II SECTION II 1(B) (iv) of the Companies Act, 2013, is annexed herewith.

Except Mr. Prakash Kumar Chandraker, 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. 7

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 2015-16, at a remuneration of Rs. 4,00,000 (Rupees Four Lakhs exclusive of applicable service tax 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. 8

The existing Authorized Share Capital of the Company is insufficient to meet the business needs for long term funds of the Company. Therefore, it is proposed to increase the Authorized Share Capital of the Company from Rs. 50 Crores (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2 (Rupees Two) each to Rs. 100 Crores (Rupees One Hundred Crore) consisting of Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2 (Rupees Two) each and Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each

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. 9

It is proposed to alter the Articles of Association of the Company to include the provisions for the Issue of Cumulative Redeemable Preference Shares and determine the terms and conditions relating to the tenure, rate of dividend, conversion into equity shares, period of payment of dividend, redemption and other terms in connection therewith or incidental thereto.

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. 10

Schneider Electric at the group level has an Employee Stock Option Scheme called World Employee Share Ownership Plan (WESOP) Scheme (the Scheme) whereby employees of the Schneider Group have the option to subscribe the shares of Schneider Electric SA, France ("SE France") as employees of the group company. All in all, today, a quarter of the employees of Schneider Group are also shareholders of SE France.

The Scheme is available in 33 countries, covering more than 90% of Schneider Electric Group total number of employees. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of our 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 mentioned above, the net gains to the employees are always 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.

None of the Directors except Mr. Prakash Kumar Chandraker, Managing Director, Mr. Manish Arun Jaiswal, Whole-Time Director (resigned effective 18-04-2015) and Mr. Anurag Mantri, Mr. Sameet Gambhir (resigned effective 14-03-2015), and Mr. Anil Rustgi, 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. 11

In the Board meeting held on May 15, 2015 the Board of Directors of the Company agreed to offer 4,70,00,000 (Four Crore Seventy Lac) 8% Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 10/- each fully paid up aggregating to Rs. 47,00,00,000 (Rs. Forty Seven Crore) to the Promoter, M/s. Energy Grid Automation Transformers and Switchgears India Private Limited, subject to the approval of Shareholders to meet the long term requirement of funds.

Pursuant to the provisions of Section 62 of Companies Act, 2013, any allotment of further securities requires approval of members in General Meeting by way of Special Resolution.

Further, as a result of proposed allotment of 8% Cumulative Redeemable Preference Shares, there will not be any change in management control of the Company.

Except Mr. Anil Chaudhry, being the Director of M/s. Energy Grid Automation Transformers and Switchgears India Private Limited, 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.

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting (Pursuant to Clause 49 (VIII) (E) (1) of the Listing Agreement)

Name of Director	Mr. Anil Chaudhry	Mr. Sugata Sircar	Ms. Sonali Kaushik	Prakash Chandraker
DIN	03213517	01119161	07011781	05150366
Date of Birth	11.03.1961	20.12.1963	23.09.1961	11.01.1962
Date of Appointment/ re-apppointment	12.03.2011	02.11.2014	07.11.2014	16.12.2011
Expertise in specific functional Areas	He has held various positions in general management, operations, sales, business development, project management, design and engineering in France and India throughout his career mainly in the energy sector.	His areas of expertise include Business Planning and Strategy, Business Analysis and Performance Management, Risk Management, Processes and Controls and other areas in Finance. He has been actively engaged in industrial associations and professional forums	A strong leader in developing and driving growth strategies and plans to maximize market access and market share growth. Proven track record in leading large organizations to consistently drive revenue and profit growth with strong work ethics. A culturally astute leader with a strong passion for Disciplined Sales Process, Organization Design, Talent Acquisition & Leadership Development.	He has held many challenging positions (Business Segment Manager, Operations Director, Unit Head, etc.) in Cegelec India, Alstom India and Areva T&D India. He was awarded for Excellence in operations
Qualifications	Engineer	Chartered Accountant	Chartered Accountant	Electrical Engineer
List of Companies in which Directorship is held	- Energy Grid Automation Transformers and Switchgears India Private Limited - Schneider Electric India Private Limited - Invensys India Private Limited - Spreading Happiness Foundation - Spreading Happiness Indiya Foundation - Luminous Power Technologies Private Limited - Schneider Electric Lanka Private Limited	- Schneider Electric India Private Limited - Schneider Electric President Systems Limited - McKinnon & Clarke (India) Private Limited - Eurotherm India Private Ltd - Invensys India Private Limited	Nil	Nil
Chairman/ Member of the Committee (s)* in Indian Companies	Nil	Member of Audit Committee of Schneider Electric President Systems Limited	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil	Nil

* Committees here means Audit Committee and Stakeholders Relationship Committee.

By Order of the Board of Directors
Anil Rustgi
Company Secretary

FCS-2362
Address: 135,Medha Appartments,
Mayur Vihar Phase - I Extension,
Delhi 110091

Date: 15.05.2015
Place: New Delhi

[DETAILS AS REQUIRED UNDER SCHEDULE V PART II SECTION II 1(B) (iv)]

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 equipments.

2. Date or expected date of commencement of commercial production

The Company has already commenced its commercial production

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 (Amount In Lakhs)

	31.03.2015	31.03.14	31.03.13	31.03.12
Net Sales	13103.13	12,156.51	13104.13	134.91
Other Income	697.38	450.33	68.31	43.09
Total Income	13800.51	12,606.84	13172.44	13535.01
Profit before Taxation	-171.17	-1,249.27	-280.68	612.94
Profit After Taxation	-285.40	-1,249.27	-284.59	397.65
Dividend Payout	-	--	-	95.64
Corporate Tax on Dividend	-	--	-	15.52
Dividend (%)	-	_	-	20%
Earnings per Share	-1.19	-5.22	-1.19	1.66

5. Foreign investments or collaborations, if any

Please refer to the Annual Report

II. INFORMATION ABOUT THE APPOINTEE:

a) Background details of Mr. Prakash Kumar Chandraker

Mr. Prakash Kumar Chandraker is an Electrical Engineering graduate and has pursued his Professional trainings in Business Leadership from IIM Bangalore and Management Leadership from Management Centre Europe (MCE).

He has more than 27 years of versatile experience in the Power Industry where he has held different leadership positions in domains of Business Development, Marketing, Sales and Operations in companies like Cegelec India, Alstom T&D, and Areva T&D. During his tenure as Head Automation business, Areva T&D, he has spearheaded the implementation of unified Load Despatch Centres and Energy Management Schemes for Power Grid Corporation of India Limited (PGCIL) and various utilities in India. He was also awarded for Excellence in Operations during this period.

As a member of CII National Committee IEEMA, Prakash has presented various technical and Strategic papers for Smartcity, Smartgrid, Self healing grid and Energy management. For his thought leadership and expertise in these fields he has represented Schneider Electric numerous times on media and various other forums.

b) **Past remuneration of Mr. Prakash Kumar Chandraker for 2014-15**

Basic Salary	Rs. 32,96,592 p.a
HRA	Rs. 16,48,296 p.a
Special Allowance	Rs. 21,54,747 p.a
Other Perks:	
Variable Pay	As per Company's Policy
Conveyance Allowance	As per Company's Policy
Leave Encashment	As per Company's Policy
Education Allowance	As per Company's Policy
Medical Reimbursement	As per Company's Policy
LTA	As per Company's Policy
Car Related Expenses	As per Company's Policy
Co Contribution to PF	As per Company's Policy
Gratuity	As per Company's Policy
WESOP	As per Company's Policy

c) **Recognition or awards**

He was awarded for Excellence in Operations.

d) **Job profile and his suitability**

As Managing Director, he is responsible for the complete operations of Schneider Electric Infrastructure Limited, i.e, Manufacturing, design, build and service technologically advanced products and systems for electricity distribution.

He has experience of more than 27 years in power sector.

Therefore, his appointment will be in the best interest of the Company.

e) **Remuneration proposed for the year 2015-16**

Basic Salary	Rs. 37,25,148 p.a
HRA	Rs. 18,62,568 p.a
Special Allowance	Rs. 30,79,752 p.a
Other Perks:	
Variable Pay	As per Company's Policy
Conveyance Allowance	As per Company's Policy
Leave Encashment	As per Company's Policy
Education Allowance	As per Company's Policy
Medical Reimbursement	As per Company's Policy
LTA	As per Company's Policy
Car Related Expenses	As per Company's Policy
Co Contribution to PF	As per Company's Policy
Gratuity	As per Company's Policy
WESOP	As per Company's Policy

f) **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 size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level appointees in other companies.

g) **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.

III. OTHER INFORMATION

2014-15 has been a cautious fiscal year for the Company. The prolonged slowdown in the power sector, tight financing environment prevailing in Indian Electric Infrastructure industry and weak market sentiments, especially at the beginning of the fiscal year, negatively impacted the performance of the Company, which continue to put pressure on its P&L. These lead the company's financial into the losses.

To improve the P&L of the Company in tough economic environment, management strategically made choices to focus on new segments with mission critical applications like Oil & Gas, Metro along with conventional offerings, which helped to improve the financial to some extent. Also, Company has launched new products "E-house", “Premset” etc. to enhance its product portfolio for profitable growth through innovative solutions.

IV. DISCLOSURES:

The other relevant disclosures are mentioned in the Board of Director’s report under the heading “Corporate Governance”, attached to the financial statement.

By Order of the Board of Directors
Anil Rustgi
Company Secretary
FCS-2362
Address: 135,Medha Appartments,
Mayur Vihar Phase - I Extension,
Delhi 110091

Date: 15.05.2015
Place: New Delhi