

April 13, 2017

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
MUMBAI 400 051

Fax # 022-2659 8237/8238/8347/8348
Symbol: SCHNEIDER

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI 400 001

Fax # 022-2272 3121/2037/2039
Scrip Code No. 534139

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001

Fax # 033-2104486/4500/2230/3020
Scrip Code No. 10030003

Dear Sir,

Sub : Report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No- CIR/CFD/CMD/5/2015 Dated 24.09.2015 for the fourth quarter and year ended March 31, 2017

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No- CIR/CFD/CMD/5/2015 Dated 24.09.2015 we enclose herewith the report on Corporate Governance in the prescribed format for the quarter and financial year ended March 31, 2017 as Annexure-I and Annexure-II respectively.

Kindly acknowledge the receipt of the same.

Yours faithfully,
For Schneider Electric Infrastructure Limited


(Anil Rustgi)
Company Secretary

Encl: As Above

Schneider Electric Infrastructure Limited

Compliance Report on Corporate Governance for the quarter ending March 31, 2017

I. Composition of Board of Directors								
Title (Mr/ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent /Nominee) &	Date of Appointment in the current term / cessation	Tenure*	No of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vinod Kumar Dhall	DIN: 02591373 PAN: AAAPD0352J	Chairperson/Non-executive/Independent Director	25.09.2014	5	4	Audit Committee-4 Stakeholders Relationship Committee-2	Audit Committee-2 Stakeholders Relationship Committee-2
Mr.	Prakash Kumar Chandra ker	DIN: 05150366 PAN: AALPC9112G	Executive Director	16.12.2014		1	Audit Committee-0 Stakeholders Relationship Committee-1	Audit Committee-0 Stakeholders Relationship Committee-0
Mr.	Anil Chaudhry	DIN: 03213517 PAN:AADPC6250D	Non-Executive Director	11.08.2015		1	Audit Committee-0 Stakeholders Relationship Committee-0	Audit Committee-0 Stakeholders Relationship Committee-0



Mr.	Ranjan Pant	DIN: 00005410 PAN: AICPP7425L	Non-Executive/Independent Director	25.09.2014	5	2	Audit Committee e-1 Stakeholders Relationship Committee e-1	Audit Committee e-0 Stakeholders Relationship Committee e-0
Mr.	Subramanian Vishar Vasudevan	DIN: 00130205 PAN: ABKPV9466E	Non-Executive/Independent Director	25.09.2014	5	1	Audit Committee e-1 Stakeholders Relationship Committee e-1	Audit Committee e-0 Stakeholders Relationship Committee e-1
Mr.	Sugata Sircar	DIN: 01119161 PAN: AITPS5665G	Non-Executive Director	11.08.2015		1	Audit Committee e-1 Stakeholders Relationship Committee e-0	Audit Committee e-0 Stakeholders Relationship Committee e-0
Ms.	Sonali Kaushik	DIN: 07011781 PAN: AAIPK8893K	Non-Executive Director	11.08.2015		1	Audit Committee e-0 Stakeholders Relationship Committee e-0	Audit Committee e-0 Stakeholders Relationship Committee e-0
Mr.	Vivek sarwate	DIN: 07424152 PAN: AMQPS8186H	Executive Director	04.02.2016		1	Audit Committee e-0 Stakeholders Relationship Committee e-0	Audit Committee e-0 Stakeholders Relationship Committee e-0

\$:- PAN number of any director would not be displayed on the website of Stock Exchange

&:- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*:- To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
Audit Committee	Mr. Vinod Kumar Dhall	Chairperson/Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
	Mr. Sugata Sircar	Non-Executive Director
	Mr.Subramanian Vishar Vasudevan	Non-Executive/Independent Director
Risk Management Committee	Mr. Prakash Kumar Chandraker	Executive Director
	Mr.Subramanian Vishar Vasudevan	Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
Stakeholders Relationship Committee	Mr.Subramanian Vishar Vasudevan	Chairperson/Non-Executive/Independent Director
	Mr. Prakash Kumar Chandraker	Executive Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
Nomination & Remuneration Committee	Mr. Subramanian Vishar Vasudevan	Chairperson/Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
	Mr. Vinod Kumar Dhall	Non-Executive/Independent Director
	Mr. Anil Chaudhry	Non-Executive Director
Corporate Social Responsibility Committee	Mr. Subramanian Vishar Vasudevan	Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
	Mr. Prakash Kumar Chandraker	Executive Director

\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11.11.2016	11.02.2017	91 days

IV. Meeting of Committees				
<i>Name of the Committee</i>	<i>Date(s) of Meeting of the Committee in the</i>	<i>Whether requirement of quorum met (details)</i>	<i>Date(s) of meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



	<i>relevant quarter</i>			
Audit Committee	11.02.2017	Total number of committee members- 4 Present-4	11.11.2016	91 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
Whether prior approval of the Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note : <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 	
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations & disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders relationship Committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. 	



For Schneider Electric Infrastructure Limited



(Anil Rustgi)

Company Secretary and Compliance Officer

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Compliance Report on Corporate Governance for the Financial Year 2016-17

ANNEXURE - II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA/Refer note below)	If status is "No" details of non-compliance may be given here	Web address
Details of business	Yes		www.schneider-infra.in
Terms and conditions of appointment of independent directors	Yes		www.schneider-infra.in
Composition of various committees of board of directors	Yes		www.schneider-infra.in
Code of conduct of board of directors and senior management personnel	Yes		www.schneider-infra.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.schneider-infra.in
Criteria of making payments to non-executive directors	Yes		www.schneider-infra.in
Policy on dealing with related party transactions	Yes		www.schneider-infra.in
Policy for determining 'material' subsidiaries	Yes		www.schneider-infra.in
Details of familiarization programmes imparted to independent directors	NA		NA
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes		www.schneider-infra.in
email address for grievance redressal and other relevant details	Yes		www.schneider-infra.in
Financial results	Yes		www.schneider-infra.in
Shareholding pattern	Yes		www.schneider-infra.in
Details of agreements entered into with the media companies and/or their associates	Yes		www.schneider-infra.in
New name and the old name of the listed entity	NA		NA
	Yes		www.schneider-infra.in

II. Annual Affirmation

Particulars	Regulation Number	Compliance status (Yes/No/NA/Refer note below)	If status is "No" details of non-compliance may be given here
Independent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA



(Anil Rustgi)
Company Secretary and Compliance officer