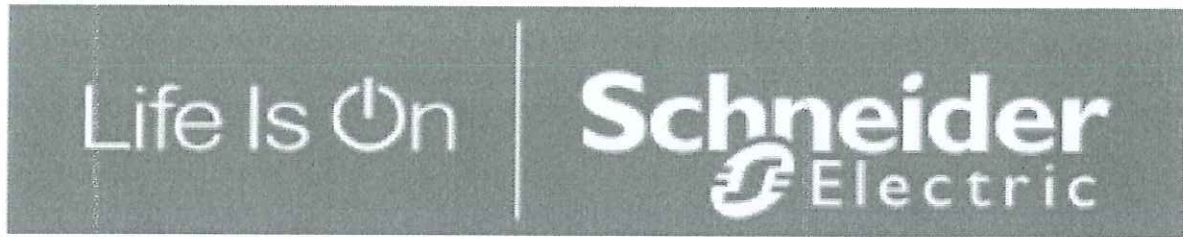


# **Schneider Electric Infrastructure Limited**



## **REPORT ON CORPORATE GOVERNANCE**

For the fourth quarter and financial year ended March 31, 2019

(In terms of Regulation 27(2) of Listing Regulations read with SEBI Circular No-  
CIR/CFD/CMD/5/2015 Dated 24.09.2015)

## Schneider Electric Infrastructure Limited

## Compliance Report on Corporate Governance for the 4th Quarter and Financial Year ended March 31, 2019

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 Directorship 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	May 22, 2014 <sup>a</sup>	5 years	3	4	2
Mr.	Bruno Bernard Dercle	DIN: 08185909 PAN: EWWPD5343C	Executive Director	Aug 01, 2018 <sup>b</sup>	NA	1	1	0
Mr.	Anil Chaudhry	DIN: 03213517 PAN: AADPC6250D	Non-Executive Director	March 12, 2011	NA	1	0	0
Mr.	Ranjan Pant	DIN: 00005410 PAN: AICPP7425L	Non-Executive/Independent Director	May 22, 2014 <sup>a</sup>	5 years	2	4	2



Mr.	Subramanian Vishar Vasudevan	DIN: 00130205 PAN: ABKPV9466E	Non-Executive/Independent Director	May 22, 2014 <sup>c</sup>	5 years	1	2	1
Mr.	Sugata Sircar	DIN: 01119161 PAN: AITPS5665G	Non-Executive Director	Nov 02, 2014 <sup>d</sup>	NA	1	3	0
Ms.	Bidisha Nagaraj	DIN: 08080159 PAN: ABTPN1067C	Non-Executive Director	Mar 07, 2018 <sup>e</sup>	NA	1	0	0
Mr.	Vivek Sarwate	DIN: 07424152 PAN: AMQPS8186 H	Executive Director	February 04, 2018 <sup>f</sup>	NA	1	0	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

<sup>a</sup> Mr. Vinod Dhall and Mr. Ranjan Pant were initially appointed as Independent Director(s) on December 16, 2011. They were later on appointed as the Independent Directors under Section 149 of the Companies Act, 2013 for a term of 5 years effective from 22.05.2014.

<sup>b</sup> Mr. Bruno Bernard Dercle was initially appointed as an Additional Director and Managing Director (MD) & CEO with effect from Aug 01, 2018. He was regularized and his appointment as MD & CEO was confirmed by the shareholders in the AGM held on Sep 14, 2018

<sup>c</sup> Mr. Vasudevan was initially appointed as an Independent Director on June 11, 2013. He was later on appointed as an Independent Directors under Section 149 of the Companies Act, 2013 for a term of 5 years effective from 22.05.2014.

<sup>d</sup> Mr. Sugata Sircar was initially appointed as an Additional Director on November 02, 2014. He was regularized by the shareholders in the AGM held on 11.08.2015.

<sup>e</sup> Ms. Bidisha Nagaraj was initially appointed as an Additional Director on March 07, 2018. She was regularized by the shareholders in the AGM held on Sep 14, 2018.

<sup>f</sup> Mr. Vivek Sarwate was re-appointed by the Board as WTD on 04.02.2018 and his re-appointment was confirmed by the shareholders in the AGM held on Sep 14, 2018.

*[Handwritten Signature]*

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
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. Bruno Bernard Dercle	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. Bruno Bernard Dercle	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. Bruno Bernard Dercle	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		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 31, 2018	February 13, 2019	104 days



IV. Meeting of Committees				
Name of the Committee	Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 13, 2019	Total number of committee members- 4 Present-4	October 31, 2018	104 days
Risk Management Committee	February 13, 2019	Total number of committee members- 3 Present-3	NA	NA
Stakeholders Relationship Committee	February 13, 2019	Total number of committee members- 3 Present-3	NA	NA
Nomination & Remuneration Committee	February 13, 2019	Total number of committee members- 4 Present-4	NA	NA
Corporate Social Responsibility Committee	February 13, 2019	Total number of committee members- 3 Present-3	NA	NA

\* 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	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of the Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

*Shri. [Signature]*

**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.

*\*\* The Company sought approval of the minority shareholders of Company by way of Postal ballot for the material Related Party Transaction with Schneider Electric India Private Limited. The result of the Postal ballot was declared on March 25, 2019.*

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations & disclosure requirements) Regulations, 2015
  - a. Audit Committee- **Yes**
  - b. Nomination & Remuneration Committee- **Yes**
  - c. Stakeholders relationship Committee- **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities)- **Yes**
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- **Yes**
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- **Yes**
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.- **No Comments**

For Schneider Electric Infrastructure Limited



(Bhumika Sood)

Company Secretary and Compliance Officer

**Compliance Report on Corporate Governance for the Financial Year 2018-19****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		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Terms and conditions of appointment of independent directors	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Composition of various committees of board of directors	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Criteria of making payments to non-executive directors	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Policy on dealing with related party transactions	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Policy for determining 'material' subsidiaries	NA		NA
Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
email address for grievance redressal and other relevant details	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Financial results	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Shareholding pattern	Yes		<a href="http://www.schneider-infra.in">www.schneider-infra.in</a>
Details of agreements entered into with the media companies and/or their associates	NA		NA
New name and the old name of the listed entity	NA		NA

**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	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) &	Yes	
Prior or Omnibus approval of Audit Committee for all related	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	24(2),(3),(4),(5) &	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	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior	26(2) & 26(5)	Yes	

**Note**

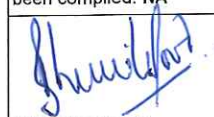
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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



(Bhumika Sood)  
Company Secretary and Compliance officer