

October 10, 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 second quarter and half year ended September 30, 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 second quarter and half year ended September 30, 2017 as Annexure-I and Annexure-II respectively.

Kindly acknowledge the receipt of the same.

Yours faithfully,  
For Schneider Electric Infrastructure Limited

For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED  
(Formerly Smartgrid Automation Distribution and Switchgear Limited)

(Anil Rustgi)  
Company Secretary

  
Company Secretary

Encl: As Above

## Schneider Electric Infrastructure Limited

## Compliance Report on Corporate Governance for the quarter ending September 30, 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 Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of members 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 Chandraker	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

For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED  
(Formerly Smartgrid Automation Distribution and Switchgear Limited)

  
Company Secretary

Schneider Electric Infrastructure Limited

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Registered Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara - 391 510, Gujarat, India. Fax: 02668 664621

CIN No. : L31900GJ2011PLC064420

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

For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED  
(Formerly Smartgrid Automation Distribution and Switchgear Limited)

  
Company Secretary

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. 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
Finance and Banking Committee	Mr. Anil Chaudhry	Non-Executive Director
	Mr. Prakash Kumar Chandraker	Executive Director
	Mr. Sugata Sircar	Non-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)
30.05.2017	27.07.2017	57 days
	11.09.2017	For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED (Formerly Smartgrid Automation Distribution and Switchgear Limited)

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	11.09.2017	Total number of committee members- 4 Present-3	30.05.2017	103 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	
Subject	Compliance Status (Yes/No/NA)
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
<b>Note :</b> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>	
VI. Affirmations	

For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED  
(Formerly Smartgrid Automation Distribution and Switchgear Limited)

  
Company Secretary

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
  - 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**

For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED  
(Formerly Smartgrid Automation Distribution and Switchgear Limited)



(Anil Rustgi)


Company Secretary and Compliance Officer

Company Secretary

**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.

**Annexure-II**

**Compliance Report on Corporate Governance for the half year ended September 30, 2017**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation</b></p> <p>For SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED (Formerly Smartgrid Automation Distribution and Switchgear Limited)</p> <p>(Anil Rustgi) Company Secretary and Compliance Officer</p> <p> Company Secretary</p>		