

October 08, 2018

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**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI 400 001  
Fax # 022-2272 3121/2037/2039  
Scrip Code No. 534139

Dear Sir,

**Sub: Compliances as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the second quarter and half year ended September 30, 2018**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the relevant circulars issued by SEBI from time to time, we enclose herewith the detailed below Reports/Certificates/Statements for the second quarter and half year ended September 30, 2018:

Report on Corporate Governance (In terms of Regulation 27(2) of Listing Regulations read with SEBI Circular No- CIR/CFD/CMD/5/2015 Dated 24.09.2015)	Annexure- I & II
Shareholding Pattern (In terms of Regulation 31 of Listing Regulations)	Annexure- III
Statement of Investors Complaints (In terms of Regulation 13(3) of Listing Regulations)	Annexure- IV
Compliance Certificate (In terms of Regulation 7(3) of Listing Regulations)	Annexure- V

Kindly acknowledge the receipt of the same.

Yours faithfully,  
For Schneider Electric Infrastructure Limited

  
(Bhumika Sood)  
Company Secretary and Compliance Officer



## Schneider Electric Infrastructure Limited

## Compliance Report on Corporate Governance for the quarter ending September 30, 2018

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	5	9	6
Mr.	Bruno Bernard Derle	DIN: 08185909 PAN: EWWPD5343C	Executive Director	Aug 01, 2018 <sup>b</sup>	NA	1	1	0
Mr.	Anil Chaudhry	DIN: 03213517 PAN:AADPC 6250D	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	2	0
Mr.	Subramanian Vishar Vasudevan	DIN: 00130205 PAN: ABKPV9466E	Non-Executive/Independent Director	May 22, 2014 <sup>a</sup>	5 years	1	2	1

Mr.	Sugata Sircar	DIN: 01119161 PAN: AITPS5665G	Non-Executive Director	Nov 02, 2014 <sup>d</sup>	NA	1	1	0
Ms.	Bidisha Nagaraj	DIN: 08080159 PAN: ABTPN1067 C	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
Mr.	Prakash Kumar Chandraker (Resigned with effect from July 31, 2018)	DIN: 05150366 PAN: AALPC9112 G	Executive Director	Dec 16, 2017 <sup>g</sup>	NA	1	1	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 the Independent Directors 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 Derclé 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.

<sup>g</sup> Mr. Prakash Kumar Chandraker was re-appointed by the Board as MD and CEO with effect from Dec 16, 2017. He resigned from the Company with effect from July 31, 2018. His term of re-appointment from Dec 16, 2017 to July 31, 2018 was confirmed by the shareholders in the AGM held on Sep 14, 2018.

## 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. 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. Bruno Bernard Dercle*	Executive 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. Bruno Bernard Dercle*	Executive 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.

\*Mr. Bruno Bernard Dercle was appointed by the Board as the member of the Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee with effect from August 01, 2018.

\*\*Mr. Prakash Kumar Chandraker resigned from the Company with effect from July 31, 2018.

### 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>
May 19, 2018	July 27, 2018	68 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	July 27, 2018	Total number of committee members- 4 Present-4	May 19, 2018	68 days
Nomination and Remuneration Committee	July 27, 2018	Total number of committee members- 4 Present-4	May 19, 2018	68 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

**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.

VI. Affirmations	
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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

## Annexure-II

**Compliance Report on Corporate Governance for the half year ended September 30, 2018**

<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>    <b>(Bhumika Sood)</b>  <b>Company Secretary and Compliance Officer</b></p>		