

March 05, 2016

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

Fax # 022-2272 3121/2037/2039

Scrip Code No. 534139

Dear Sir,

Sub : Submission of revised quarterly report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2015

Reference: Your mail dated 04.03.2016 at 03:06 P.M

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the revised quarterly report on Corporate Governance in the prescribed format for the quarter ended December 31, 2015.

Kindly acknowledge the receipt of the same.

Yours faithfully,
For Schneider Electric Infrastructure Limited



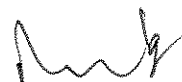
Anil Rustgi
Company Secretary

Encl: As Above

Schneider Electric Infrastructure Limited

Compliance Report on Corporate Governance for the quarter ending 31st December, 2015

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 members hips in Audit/ Stakeholder Committe e(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairper son in Audit/ Stakehol der Committe e held in listed entitles includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)
Mr.	Vinod Kumar Dhall	DIN: 02591373 PAN: AAAPD0352J	Chairperson/Non-executive/Independent Director	25.09.2014	5	3	Audit Committee-3 Stakeholders Relationship Committee e-1	Audit Committee e- 2 Stakeholders Relationship Committee e-1
Mr.	Prakash Kumar Chandra ker	DIN: 05150366 PAN: AALPC9112G	Executive Director	16.12.2014		1	Audit Committee e-0 Stakeholders Relationship Committee e-1	Audit Committee e- 0 Stakeholders Relationship Committee e- 0
Mr.	Anil Chaudhry	DIN: 03213517 PAN:AADPC 6250D	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.	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
<p>§:- 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</p>								

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. Prakash Kumar Chandraker	Executive Director
	Mr. Subramanian Vishar Vasudevan	Chairperson/Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
Nomination & Remuneration Committee	Mr. Vinod Kumar Dhall	Non-Executive/Independent Director
	Mr. Ranjan Pant	Non-Executive Director/Independent Director
	Mr. Subramanian Vishar Vasudevan	Chairperson/Non-Executive/Independent Director
	Mr. Anil Chaudhary	Non-Executive Director
<p>§ 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.</p>		

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>
11-08-2015	03-11-2015	83 days

IV. Meeting of Committees				
<i>Name of the Committee</i>	<i>Date(s) of Meeting of the Committee in the relevant quarter</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>
Audit Committee	03-11-2015	Total number of committee members- 4 Present-4	11-08-2015	83 days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p>				



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 :

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

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



**Anil Rustgi
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.