

Schneider Electric Infrastructure Limited Annual Report 2014-15



Connecting Energy Infrastructure for
an efficient, liveable and sustainable city

Schneider
Electric™

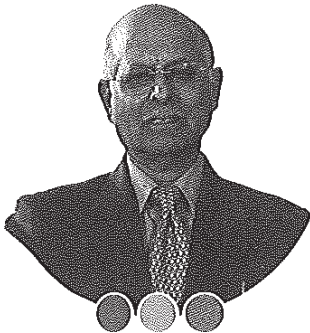
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> Message From Chairman

It is my privilege to present the 2014-15 Annual Report of Schneider Electric Infrastructure Limited (SEIL) to our valued shareholders. Your Company has strengthened its market leadership position in its domain and has maintained a stable performance in 2014-15, despite the tough sectoral environment.

India's economy has faced some hardships over the past few years. The good news, however, is that business sentiments have now become positive. The new government has identified infrastructure as its priority to push economic growth. The government has made its intent clear towards the development of Indian Power sector by promising 24*7 uninterrupted power for all. The measures include renewable energy generation in a big way apart from measures to improve reliability of distribution grid and reduction of AT&C losses. Two key schemes - the Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and the Integrated Power Development Scheme (IPDS) have been announced with the aim of improving the sub transmission & distribution network reliability in rural and urban areas. Considering the weak financial conditions of distribution utilities, the government has also planned to provide financial assistance to utilities to strengthen and modernize the distribution grid.

As energy demand continues to grow in India and transmission & distribution (T&D) losses are high, there will be a greater

demand for digital solutions to efficiently manage the grid and to minimize the energy losses. This is a key focus area where Your Company brings in very strong offerings in terms of Smart Grid, Asset Management and Demand-side Management to help customers improve their operational performance.

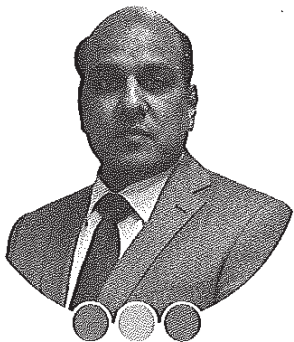
Other market drivers important for Your Company are the ageing of electrical infrastructure requiring retrofit and modernization. The new government has also announced 100 Smart cities to improve the efficiency of urban infrastructure. Schneider Electric Infrastructure Limited (SEIL) is in a unique position to seize the new business opportunities in Smart Cities through a strong portfolio of technological offerings.

The Company continued its focus on innovative solutions, customer satisfaction and employee engagements as a part of its growth philosophy.

Finally, I would like to thank all our shareholders, customers, suppliers, communities and other stakeholders for their unstinted support to the Company during the year. I would also like to thank all the employees including my colleagues on the Board for their tireless commitment to enhance the performance and well being of the Company.

With best wishes,

Vinod Kumar Dhall
Chairman



> Message From Managing Director

Your Company has been successful during 2014-15 in establishing itself as a thought leader in the emerging wave of Smart Cities. The new government's vision of "Make in India" and to develop 100 smart cities to encourage urbanization and generate employment will be a great business proposition for Schneider Electric Infrastructure Ltd (SEIL). The policy level thrust on Smart Cities will make the power distribution segment's self healing Smart Grid projects an important component of overall infrastructure efficiency improvement drive. We are strongly positioned to provide smart city solutions in the proposed cities with our wide range of intelligent products and solutions.

Coming to our performance in 2014-15, some of the key projects we delivered were the very first Smart grid project for CESU in Puri; the very first e-house for an O&G company; successful commission of the fast bus transfer scheme for Nigrie in MP. It has helped Your Company to record a 7.8% sales growth and has made a significant improvement at PAT level with strict control over expenses.

The power sector is the key enabler of India's economic growth and a crucial component of India's basic Infrastructure for new government's "Make in India" vision. The govt. has taken appreciable actions on the policy front to improve the power sector outlook. There is a plan to add renewable capacity of 100GW by 2022 to reduce the carbon footprint which will create new opportunities in this segment. However, our electricity consumption is still quite low when compared with developed countries, thus offering scope for rapid improvement in capacity addition and T & D infrastructure.

Your company has developed a wide range of smart products and digital solutions that will provide Utilities and End users significant level of efficiency in operations and savings in bottom line. We are also increasingly focusing on other segments like Water, Buildings, IT, etc apart from our core

segments with our niche products and solutions to accelerate our business growth. Our Asset Management Solutions with a combination of operational technology and information technology provides new value propositions to customers to make their life easier and creates new opportunities for your company. Our Asset management solution with mobile application helps customers to achieve required level of performance of electrical infrastructure through condition based monitoring in whole life cycle of the assets. You would be glad to know that your company has been awarded with Frost & Sullivan Green Manufacturing Award 2015 for its initiative of promoting sustainability through green energy manufacturing.

After the successful completion of the company program "Connect" the new company program "Schneider is On" has been launched. The new company program aims to build a strong foundation for a cohesive, resilient and efficient SEIL. Our customers see our company through our people. Developing our employees and fostering a high performance collaborative culture is the main focus of our leaders. As a continuous endeavor to make SEIL a Great Place to work, various employee engagements workshops were conducted with the primary focus of encouraging diversity and employee empowerment.

SEIL has been a trend setter in providing technologically advanced solutions with the engagement of key stakeholders which will go a long way in securing a sustainable future for the industry. Going forward, our offers will be more connected, enabling new services and improving the lives of our customers. End to end digital customer experience will be our focus area. I would like to sincerely thank all the stakeholders, employees, customers and board members for their continued support and confidence in our business.

Prakash Kumar Chandraker
Managing Director

> Corporate Information

Board of Directors

Mr. Vinod Kumar Dhall
Chairman (Non-Executive)

Mr. Prakash Kumar Chandraker
Managing Director

Mr. Anil Chaudhry
Mr. Ranjan Pant
Ms. Rajani Kesari*
Mr. Vishar Subramanian Vasudevan
Mr. Manish Arun Jaiswal**
Mr. Sugata Sircar***
Ms. Sonali Kaushik****

* Resigned effective 22.10.2014
** Appointed effective 18.06.2014 and
Resigned effective 18.04.2015
*** Appointed effective 02.11.2014
**** Appointed effective 07.11.2014

Company Secretary

Mr. Anil Rustgi*
Mr. Sameet Gambhir**

* Appointed effective 15.05.2015
** Resigned effective 14.03.2015

Registered Office

Milestone 87
Vadodara-Halol Highway
Village Kotambi, P.O. Jarod
Vadodara-391 510, Gujarat

Registrars & Share Transfer Agent

C.B. Management Services (P) Ltd.
P-22, Bondel Road
Kolkata-700 019

Auditors

S.R. Batliboi & Co. LLP
Chartered Accountants
Golf View Corporate Tower-B
Sector 42, Sector Road
Gurgaon 122 002, Haryana

Committees of Directors

Nomination & Remuneration Committee

Mr. Vinod Kumar Dhall
Mr. Vishar Subramanian Vasudevan
Mr. Anil Chaudhry
Mr. Ranjan Pant

Stakeholder's Relationship Committee

Mr. Vishar Subramanian Vasudevan
Mr. Prakash Kumar Chandraker
Mr. Ranjan Pant

Corporate Social Responsibility (CSR) Committee

Mr. Vishar Subramanian Vasudevan
Mr. Ranjan Pant
Mr. Prakash Kumar Chandraker

Audit Committee

Mr. Vinod Kumar Dhall
Mr. Ranjan Pant
Mr. Rajani Kesari*
Mr. Vishar Subramanian Vasudevan
Mr. Sugata Sircar**

Risk Management Committee

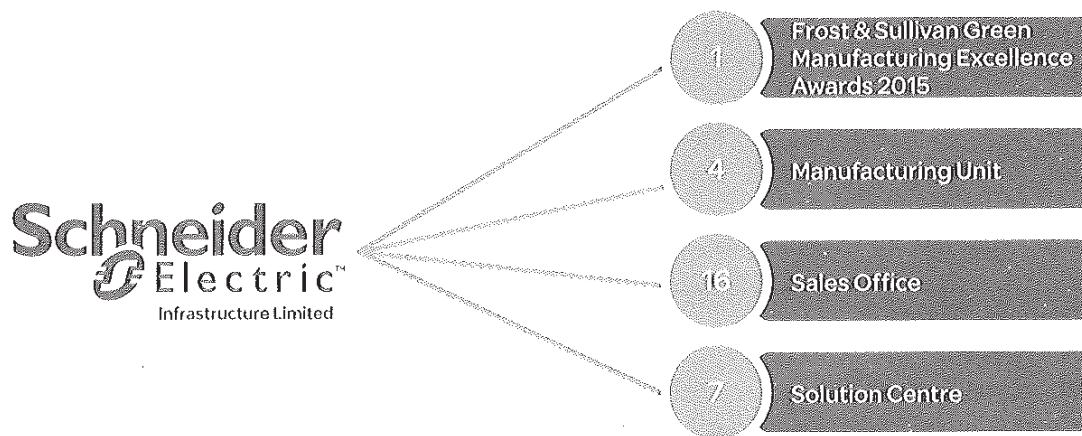
Mr. Ranjan Pant
Mr. Vishar Subramanian Vasudevan
Mr. Prakash Kumar Chandraker

* Resigned effective 22.10.2014
** Appointed effective 02.11.2014

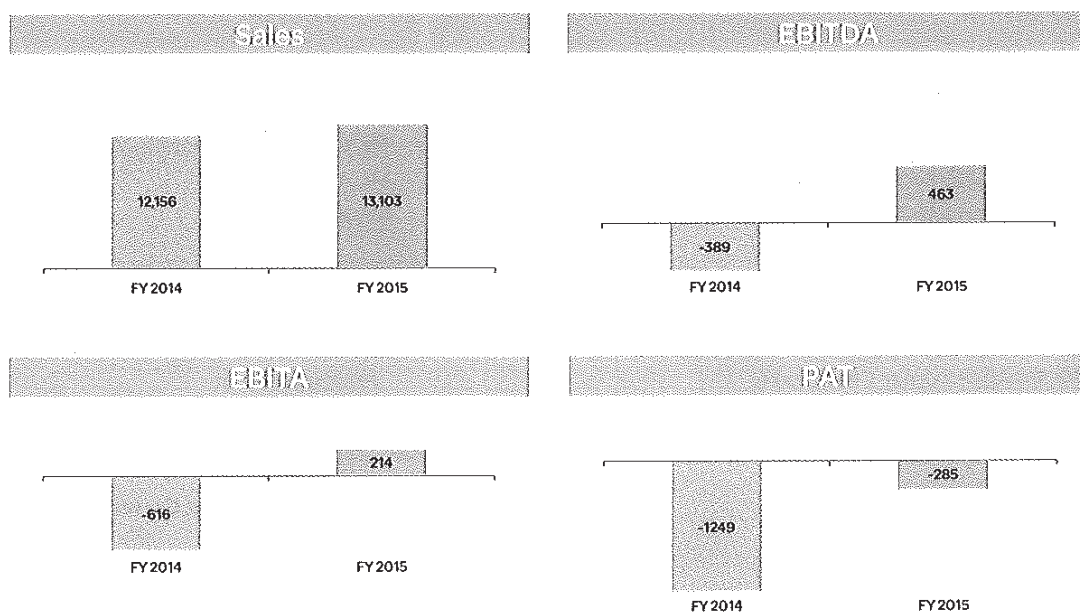
> Financial Highlights

SCHNEIDER ELECTRIC INFRASTRUCTURE LTD.

Key Statistics



Financial Highlights (IN MINR)



> Directors' Report

Your Directors take pleasure in presenting herewith the Annual Report and Audited Accounts for the year ended March 31, 2015.

Financial Results

	(In MINR)	
	12M FY 2014/15	12M FY 2013/14
Sales and Services (Net)	13,103	12,156
EBITDA	453	(389)
(As percentage of net sales)	3.5%	-3.2%
Depreciation	249	227
EBIT	204	(616)
(As percentage of net sales)	1.6%	-5.1%
Interest, net	385	260
Earnings after Interest	(171)	(876)
Exceptional items	0	373
Profit before tax	(171)	(4,239)
Tax expense (Deferred tax Reversal)	114	0
Profit after tax	(285)	(4,239)

Dividend

No dividend has been declared by the Directors for the year ended March 31, 2015, due to inadequate profits.

Performance review

The year 2014-2015 was a year of cautious treading for Your Company. Looking at the meager growth in the power generation sector market and the weak signs of revival at the beginning of the year, the company had strategically made choices to limit the negative impact of the market dynamics on the performance of the company. We maintained leadership position in the MV market we operate in. This was made possible by our persistent efforts in meeting the customer needs through innovation and improved organizational operational efficiency.

Order intake in 2014-2015 stood at 13,103 million as against 12,156 million INR during the same period last year, translating into 7.8 percent growth.

The focus of SEIL remained as always on "Providing customers with products and solutions that achieve maximum efficiency with minimum energy usage". This has helped Your Company to further strengthen its position, even in an uncertain market environment. Identifying the potential of the future trend of smart integrated solutions, Your Company has also created a portfolio of smart products and solutions through deep engagement with different segments of customers. Smart integrated solutions are going to be the future and SEIL is already positioning itself to be the pioneer in this segment.

During 2014-2015, SEIL's focus was on providing its customers with digitized solutions adapted and suited to their specific needs. The customer centric approach of the company, which is the DNA of the group, has also helped in exploring newer avenues for value creation.

The year has seen the company gaining recognition and confidence from both its customers and stakeholders. Providing increasingly reliable, safe and environment friendly offers allowed the company to realize a healthy mix of trend setting technological orders and business as usual orders.

Employees are the most valuable assets of SEIL. They create value that helps Your Company achieve its goals and retain its market leader position. We launched several training and engagement initiatives to further enhance their competencies. The workforce remains focused on creating value for the customers and stakeholders.

In an overall challenging year, Your Company was successfully able to deliver to the expectations of its key stakeholders and SEIL would like to thank the shareholders, customers and employees for their continuous support and confidence in the company.

> 1. Our Strategy

Leverage the world's new energy challenges

The world's energy challenges are many: growth in energy demand, energy price increases, scarcity of natural resources, CO2 emissions reduction requirements, integration of unpredictable and intermittent renewable sources of energy, increases in peaks of consumption and others. We have developed a wide range of products and solutions that will provide end users with significant levels

of energy efficiency and savings. Our smart grid solutions help electricity producers and distributors to improve the efficiency of their assets and to offer a better service to their consumers. This also contributes to improvement in the operation of the grid and reduction of investment in new generation capacity.

Serve the increasing need for automation of our customers in key market segments

The rapid industrialization taking place in India as well as rising standard of power reliability and safety is creating significant opportunities for growth. Coupled with this, large corporations are looking

to improve operational efficiency across the whole enterprise, while at the same time improving security and safety for operators and the environment.

Support the digital transformation of customers and partners

The convergence of operational technology (OT) and information technology (IT) creates many new opportunities for customers. It makes their life easier, increases productivity, creates new business models that provide new value propositions for their own customers. Digitization is at the heart of their future growth. Through continuous innovation,

we engineer products and solutions that help them unlock this potential. Schneider Electric builds native connectivity in its product offerings, delivers a range of digital services to help customers extract value from their data and provides the best customer experience to customers and partners.

Build two complementary business models: Products and Solutions

Products and solutions are different and complementary business models and we aim to deliver profitable growth in both. Products allow us to continue to achieve scale and pricing power. In order to reinforce our leadership position and continue to grow, we leverage technology to offer connected, market leading products. Solutions and Services allow us to generate additional growth and profits, lower capital intensity and help reduce

cyclicality. They provide significant opportunities to develop greater customer intimacy and stickiness through dialogue with final end users, which in turn helps in our quest for continuous innovation. We have developed reference architectures for solutions in targeted end-markets in order to facilitate smooth integration of our products and speed up project design.

Invest in profitable and responsible growth while driving efficiency

We believe in the high long-term growth potential of our business and we continuously invest to drive that growth. This investment is focused on sustained spending in innovation, as well as on growing our commercial presence and skills, especially in the fields of high value-added technologies and services.

In addition to the investments we make to foster

growth, driving efficiency at all levels of the Company is an equally important focus of the Group. We continuously seek to generate savings from purchasing, selling and manufacturing. Operational efficiencies are improved by reducing general and administrative expenses, while maintaining best-in-class standards in environmental sustainability and social responsibility.

> 2. Supply Chain Digitization Initiatives

The following actions were started for Supply Chain Digitization

- SIOP tool implemented in all plants for end to end optimization of Sales, Inventory and Operations processes
- "Bridge SAP", new version of SAP, is under implementation across all plants
- Front end digitization tool "Satellite" launched to improve tendering and project management efficiency

> 3. Customer Care Excellence (CCE)

Customer Care Center (CCC) is one of the key drivers of customer satisfaction and loyalty-the one stop window for all our customer queries ranging from pre- sales support to post sales technical support. Your Company ensures that the customers are able to get the proactive support during the life of our products, services and solutions. The objective of CCE is to enhance customer satisfaction and loyalty by providing excellent and value-added support with easy access to the right competent support person and promote self-service utilizing digital technology.

CCE is designed to create a unique Customer Care experience dedicated to:

Our Customers: Improve customer satisfaction by providing consistent and professional support

- One CCC phone dedicated number: single customer point of entry for business, regions and requests

- Round the clock availability
- Online self service
- Profile based personalized support

Our Employees: Improve productivity and customer support thanks to CCE technologies

- Productivity enablers
- 360° customer view
- Collaboration around multi channel support

Our Company: Build professional, large size and efficient CCCs with multi-languages, multi-skills, multi-request support and optimise infrastructure investment

- Position Customer Care as a brand differentiator
- Leverage CCE for business growth.

> 4. Schneider is On (2015-2020)

The new company program "Schneider is ON" is structured around five initiatives to deliver more value to customers and shareholders

In 2014, Your Company program "Connect" reached its conclusion. This program was another step in building a cohesive, resilient and efficient Schneider Electric. Strong service growth throughout the program was achieved and high supply chain efficiency delivered. Additionally, the technology portfolio was strengthened and capabilities in software, targeted segments and key geographies enhanced.

The new company program for 2015-2020 "Schneider is ON" is building on the strong foundations from Connect and is structured around five initiatives to deliver more value to customers and shareholders.

- **Do more for the customers to create more opportunities for them, and for Schneider Electric**
With this initiative, Schneider Electric aims to bring more value to customers and more business to partners, better intimacy and an access to specialists, consistent project execution and a unique and flexible delivery experience.
- **Simplify operations for increased efficiency**
Simplifying work and operations makes a difference to the customers. Schneider Electric targets to simplify its management set-up to make the company leaner, further increase supply-chain productivity, optimize R&D efficiency and solution execution, and increase sales force efficiency.
- **Digitize for customers, for efficiency and simplicity**
Schneider Electric offers will be more connected, enabling new services and improving the lives of its customers. The digital customer experience will be improved to deliver an end-to-end simple and intuitive partner and customer experience.
- **Innovate to support growth**
Innovation will focus on delivering the right products and solutions for customers in a focused and short timeframe. In addition, Schneider Electric will continue to be a partner of choice in sustainability in its innovations and operations and will be measuring its progress through the Planet & Society Barometer 2015-2020.
- **"Step Up" people**
This initiative is focused on increasing the competency of Schneider Electric employees through stronger collaboration, enhanced training and a culture of high performance while continuing to have a strong engagement for diversity and workplace satisfaction.

➤ 5. Our Smart Products for Smart Solutions

As electricity networks become more complex and less stable, the grid needs to become smarter to continue to efficiently balance supply & demand. The grid will be Smart once all users are smart grid-ready and connected to the network.

- Utilities will drive **Smarter Supply**, to manage increasing demand, network complexity and environmental concerns.
- Energy-efficient companies and active end-users will drive smarter demand, to maximize the cost & environmental benefits from Energy Efficiency.
- **Demand Response** will efficiently link Demand and Supply.

SMART Grid therefore combines electricity and IT infrastructure to integrate and inter-connect all users (producers, operators, marketers, consumers etc) in order to continue to efficiently balance demand and supply over an increasingly complex network.

There is, certainly, a greater need to monitor more complex voltage grid systems than was previously the case. This expansion of monitoring will lead to an immense amount of data that must be processed.

Several systems are required for this:

- **Distribution Management System (DMS):** The DMS is the tool that enables the power system engineer and dispatcher to effectively and efficiently engineer, plan and operate the distribution network
- **Global Information System (GIS):** To show where, precisely, the event took place and which region is affected
- **Outage Management System (OMS):** Sounds an alarm that informs the operator of the event
- **Customer Information System (CIS):** Provides information on the utility's website, so that customers can find out for themselves why they have no power or how long it will take to rectify the damage
- **Work Management System (WMS):** Creates a work order with the GIS data detailing location of substation for the people to undergo the rectification / replacement of equipment

In addition to the above there is also need for additional solutions which help in establishing an efficient grid namely

Digital Substation - Integration of IEC61850 based IEDs into a digital control system can enable the complete substation to be unmanned with remote monitoring and control from control center.

Self Healing Grid - A self-healing grid is one capable of automatically sensing, isolating and instantaneously responding to power system disturbances, while continually optimizing its own economic as well as operational performance. Smart grid self healing refers to a design concept that enables problematic elements of an electrical system to be identified, isolated, and restored, with little or no manual intervention, so as to minimize interruptions of service. Self healing is, in essence, the smart grid's immune system.

Renewable Integration - A true smart grid should help integrate a high number of distributed energy sources with most of them being renewable energy sources such as solar and wind. Renewables bring new challenges to grid managers like numerous distributed sources of very different sizes located where the resource is viz. from small kW (residential solar) to some 100s of MW (large wind farms, hydro), Intermittent production (seasonal variability, day / night cycles (solar), Intra-day variability that our difficult to forecast.

Renewable integration is one of the most important components of SMART grid which stimulates new technical opportunities. Distributed sources may allow grids to better withstand the loss of a centralized production unit or a local grid incident. Islanding can become a degraded mode of operation if it is controlled, power electronic converters bring the flexibility of software controlled machines, plus the ability to communicate, ability to operate in different modes, exchange of information with the grid management.

Containerized Substations - With the growing needs of high reliability and availability of power, utilities need to look for innovative solutions which are compact, mobile, reliable and safe. Utilities also need a single responsible interlocutor to deliver a fully engineered solution with a simplified and fast delivery model.

Over the past few years, the Smart Grid has been developing quickly but unevenly. Recent events have made the energy equation more complex everywhere, further accelerating the need for Smart Grid applications helping cities to get SMART.

> 6. Smart City

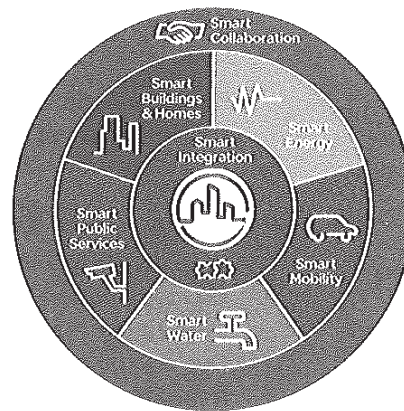
Introduction

As the global leader in energy management and efficiency, Schneider Electric has a portfolio of solutions to optimize, integrate and improve city infrastructure, including energy, transportation, public services, water, and buildings.

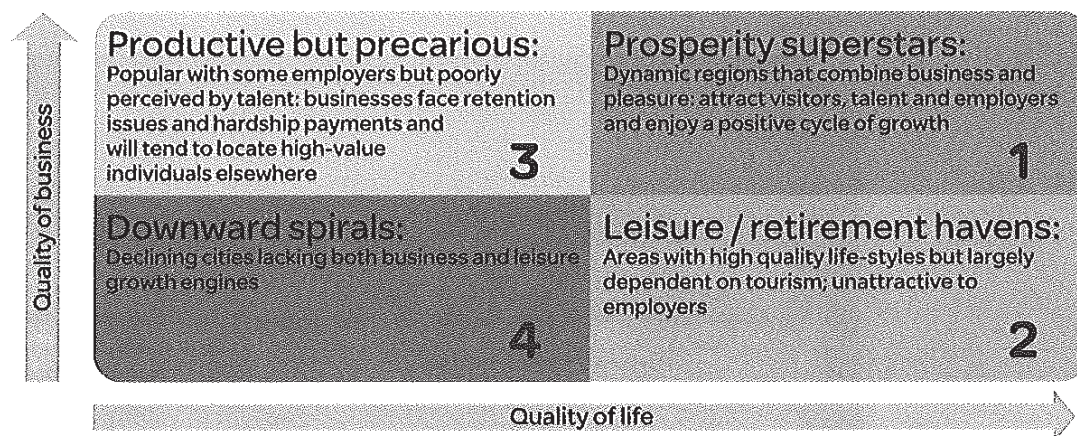
As smart, sustainable cities, Tier 1 Cities in India increase their competitive advantage for economic growth, and position themselves to attract talent, business and visitors.

The "Smart City" is a relatively new concept. The definition is evolving and will continue to evolve. An appropriate definition that is gaining adoption and acceptance comes from Navigant Research: A smart city is characterized by the integration of technology into a strategic approach to sustainability, citizen well-being, and economic

development. Ultimately, the Smart City is about urban efficiency and doing more with less - providing differentiated services to citizens, reducing costs and generating revenue.



To ensure maximum future prosperity, cities need to put in place the infrastructure that attracts high-value growth businesses, along with the amenities and public services that support high quality of life for residents and visitors.



Cities that manage to do both will be the prosperity superstars of the coming age (quadrant 1), able to draw visitors to support a hospitality, leisure and shopping economy, able to attract and retain a high-value talented workforce, and sustained by flourishing, desirable businesses.

Cities that only manage half the equation will find themselves in a difficult position versus their more dynamic competitors. Those with high quality of life, perhaps due to climate and natural environment, but without the infrastructure to

support modern businesses, will subsist as leisure destinations or retirement havens (quadrant 2), but will lack the income and security that comes from a diversified economy. Those that have business infrastructure but poor quality of life for citizens (quadrant 3) will only be able to attract those businesses that have a compelling reason to be in that location and are willing to compensate employees – or those whose employees have few alternative options. In either case those businesses are likely to face retention issues and will increasingly

locate their most highly valued employees at other sites. The cities will be in the precarious position of losing local employers as better alternatives become available.

The cities that miss both targets will be downward spirals (quadrant 4), sustained neither by industry and commerce nor by leisure and tourism.

The dimensions identified by future 100 Smart cities in India positions cities all across 4 quadrants. It would be ideal to transform them to Quadrant 1.

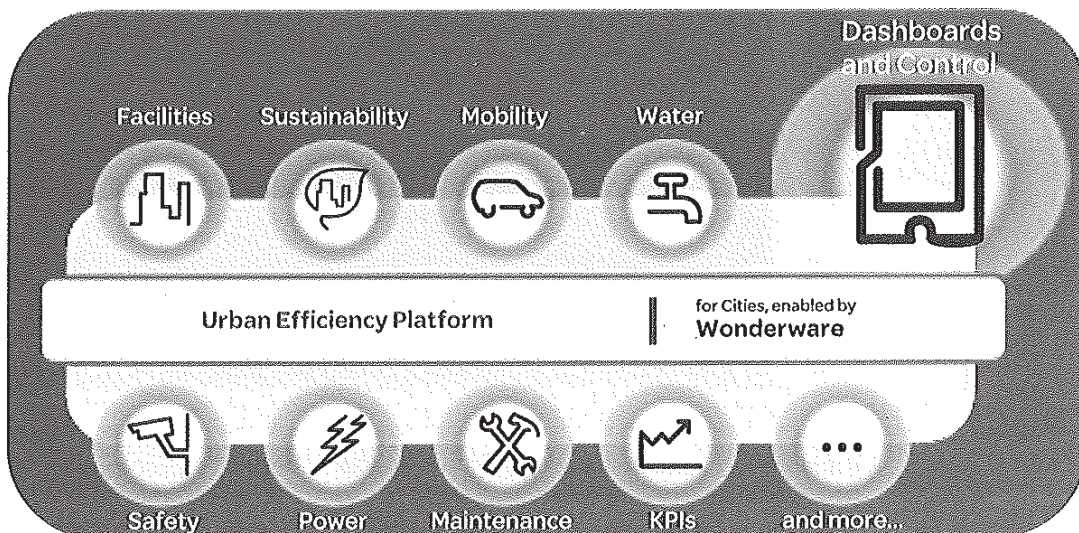
Schneider Electric delivers systems that provide the fundamental infrastructure for SMART City business – in energy, water and commercial buildings. We also provide the systems that underpin high quality of life – smart homes, safe streets, smart mobility. Our integrated, collaborative approach enables cities to holistically manage all these systems to achieve urban efficiency – today. Our approach delivers the short-term, visible, measurable, low-investment results that cities need namely:

- up to 30% energy savings;
- up to 15% reduction of water losses
- up to 20% reduction of travel time and traffic delays

• Social and economic benefits

The solution we propose will allow the City to monitor and control multiple, disparate systems in real time. This Urban Efficiency Platform has been combined with advanced sustainability reporting tools, analytics, operational control solutions and innovative applications to provide a truly efficient 'system of systems'.

Our approach to the 100 Smart cities in India will have to be a highly customizable solution with a flexible and scalable open architecture. Easy to configure web and mobile reports will allow city stakeholders to monitor operational KPIs. Custom, real-time dashboards aligned directly with the city's needs provide visible examples of savings and success. The platform can be expanded modularly over time with immediate needs and objectives addressed during initial phases. Efficiencies and cost-savings can be leveraged to expand the platform to other areas of interest. Schneider Electric will intimately work to understand those cities' objectives and then collaborate to define a system architecture and road-map that delivers substantial value and urban efficiency.



Schneider Electric aspires to work with city leadership to define a roadmap for this technology platform to make Smart Cities the most efficient, seamless, safe and impactful experience for residents and visitors

Schneider Electric's Smart City philosophy

Every city in India is unique, and has its own unique journey to urban efficiency. Thinking of the Smart City as a journey, not a project, allows cities to develop plans that address improvements and systems in order of importance, and begin realizing early benefits. It allows cities to organize change at human pace and to adapt plans from time to time to address a complex, volatile and unpredictable environment. And it orients cities to continually balance essential dimensions with an organizing principle based on levels of operational excellence.

Essential dimensions that must be balanced include:

- Operational performance
- Operational risk
- Environmental sustainability
- Human capital
 - the city workforce who have variable experience and knowledge
 - the city population who have variable culture and behavior

The organizing principles that lead to operational excellence are:

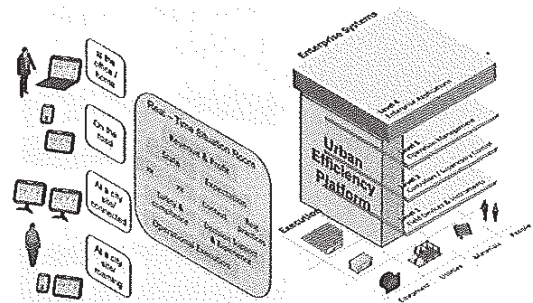
- Empowerment of operational people
- Unifying and federating assets, applications and systems to provide enable agile operations
- Sustainable platform of capability so that the system has longevity to evolve

Together this yields three phases of maturity

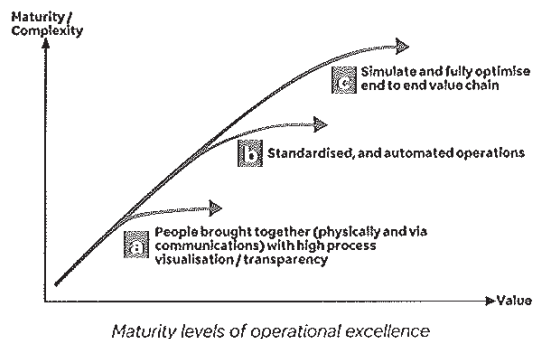
- **Phase A** – People brought together
- **Phase B** – Standardized and automated operations
- **Phase C** – Fully optimized end to end value chain

A new approach to collaboration and agility in operations leveraging flexible operational teams is arising, driven by the factors and elements previously discussed. Success today is largely related to situational management, where all management levels and specialists engage and collaborate in an agile manner. This is focused on **physical control rooms, Smart verticals**; it is focused on agility and timely decisions. This requires a “flexible operational team”: one that works naturally together to leverage their experience, and which in the moment makes and implements decisions. Teams that do not have the enabling

systems and processes to make and implement decisions cannot be responsive to the **real-time situation** in the city.



Virtual real-time situation room supported by the Urban Efficiency Platform



As shown in the above figure, the value of the journey to urban efficiency can be very high to cities, especially if they progress through all three phases:

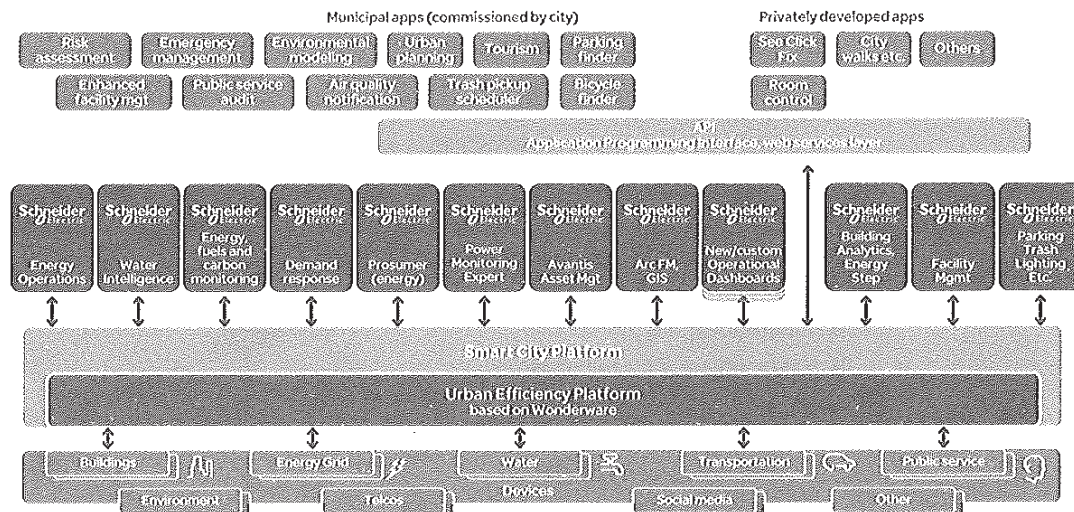
- **Phase A – People brought together**
These centers are simply a collocation of existing local operational systems, but the value is in the face to face communication and awareness of state of each domain.
- **Phase B – Standardized and automated operations**
This phase is where standards for user interface, layout, navigation, as well as embedded operational (workflow) procedures are applied, enabling consistent actions.

Operators require a consolidated information and asset structure no matter what the underlying automation systems are or will be, without risk to existing systems. This is a common challenge when working with existing sites, acquired or built independently often with different automation systems and design philosophies.

● **Phase C – Fully optimized end to end value chain**

The time and investment in training operational staff (often 1 year) is too high relative to personnel retention. Cities must drive down "time to performance" through new approaches to knowledge transfer. Technologies are

providing accelerated knowledge transfer by extending the traditional class room, with both "near real-time experiential" training with operator simulation systems and "real-time experiential" training such as "what if scenarios" embedded into the operational experience.



Schneider Electric's Smart City Suite Concept

Schneider Electric Infrastructure Limited (SEIL) has developed unique approaches towards Smart Cities for the Indian context that are based on the cities & their current status. The approach to greenfield projects along industrial corridors will be different from the approach to brownfield ones.

Your Company also has solutions for whitefield projects which consist of solutions for smaller township.

In the case of brownfield cities which are mostly those cities announced by MoUD, Your Company proposes a bottom-up approach. Your Company has solutions like:

- Smart Grid (Combination of Advanced Distribution Management System, Outage Management System, SCADA)
- Smart Water (Suite of Water SCADA & Water Distribution Management System)
- Smart Transportation System

- Asset Management System
- City Surveillance etc..
- City Command & Control Centre

In the case of greenfield cities, all the above solutions can be implemented in tandem because of the ease of execution.

Your Company's business has been a technology leader in providing the field equipments namely Switchgears, Relays, FRTUs, FPIs, Transformers, RTUs, etc. which when combined with inhouse software and Integration capabilities Smart Operation Technology (SCADA), Smart Information Technology (Integration), Enterprise Solution (Analytics, Reporting, Dashboards) will help offer complete end to end Smart Solutions with experts in each field. This would address the promised dream of Indian leaders to meet the challenge of urbanization, efficiencies, sustainability, liveability.

> 7. Execution Centre Activity

Schneider Electric provides a complete range of electrical solutions for industries and utilities, from substations to power distribution systems. Our greatest strength is our expertise in handling projects from concept to completion. Our teams perform design and engineering, procure and supply products, erect, test and commission systems and demonstrate performance parameters. We also provide extended warranties and long term maintenance support. Our range of offerings vary from intake/evacuation sub stations, containerized substations, electrical balance of plants, electrical distribution systems, medium and low voltage packages, customised packages for specific needs, power distribution for infrastructure and other solutions. The Execution Centre delivers

projects with a single window management interface backed by an efficient and competent team experienced in engineering/execution of various packages specific to customer needs. The Execution Centre is committed to deliver high quality turnkey electrical projects that are efficient, EHS compliant, safe, reliable and meet Indian and international standards.

The Execution Centre maintains its consistency as a key player in the project business market segments and has also entered into new business segments. The unit has been active in various segments such as cement, mining and metal, power-generation, ports, renewable, oil & gas, infrastructure and others.

Major orders

In the Solution business, Your Company Schneider Electric has won several major orders as a key player in the turnkey project business segment.

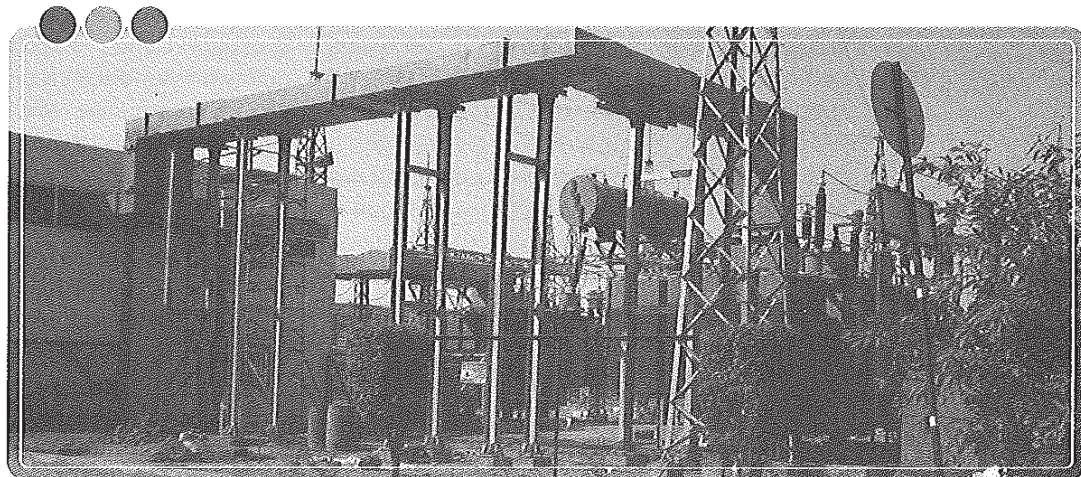
1. L&T as the main contractor and Cairn as the end user trusted Your Company's capabilities and placed an order for E-House on Cairn India's Mangla Process Terminal at Barmer, Rajasthan. This is Schneider India's very first order for E-House in India.
2. OPTCL has placed an order on Your Company for 8 containerized substations as well as power transformers.
3. Fedders Lloyd awarded Your Company an order of Sectionalisers & FPL.
4. Hindustan EPC has placed an order on Your Company for a 33KV evacuation substation for a 25MW solar power plant.

5. BElectric has awarded an order to Your Company for a 33/132KV Switchyard Pooling Arrangement for a 60MW Solar Power Evacuation at Sitamau, M.P.
6. Mahindra EPC has entrusted Your Company and placed orders for a switchyard package for its Solar Evacuation Plant at Hulpur, M.P & Mahabubnagar, Telangana.
7. Tata Power, an existing customer of Your Company, has awarded a prestigious order for Supply, Installation, Testing and Commissioning of two E Houses. This is the second order for E House after Cairn.
8. In addition, Your Company has also received orders from customers like Ramco Cement, IOCL Guwahati, Trident, Flometallic etc.

Some Major Solution Business Milestones of Your Company in 2014-15

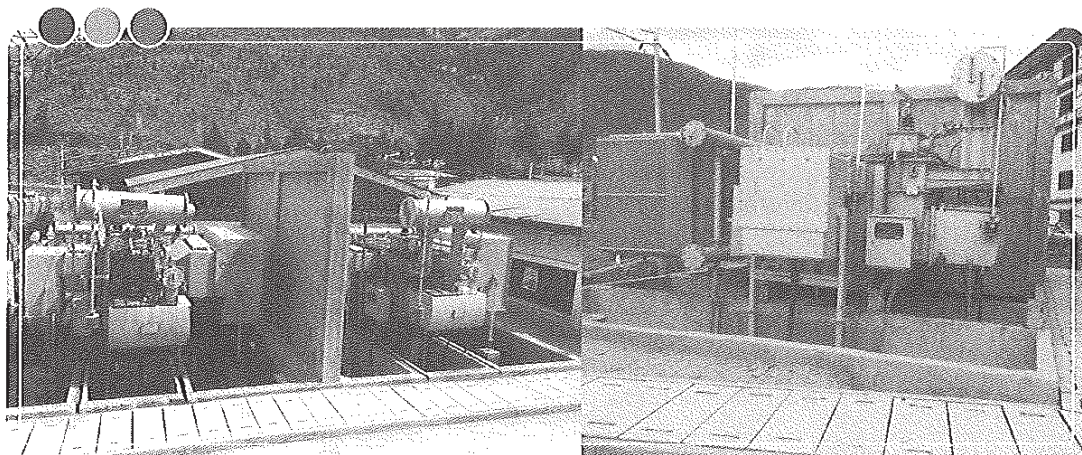
- **Honda Cars**

Your Company executed this project that included supply, installation as well as testing and commissioning of a 132/11 kV transformer bay comprising 1 x 40/50 MVA Transformers, 11 kv Panels & HT Bus Ducts at Honda Seil Cars India Ltd. for its Bhiwadi plant. This is the third repeat order successfully executed, which reflects the customer's trust in Your Company's project execution capabilities.



- **Bhutan Power Corporation Limited – DPH & Babesa (Thimpu)**

Your Company has successfully completed and commissioned SITC of two substations comprising 5 panels 33KV GIS, 2x5 MVA transformers with OLTC, 11KV AIS, LT AC & DC system, cabling, etc. with construction of four storied building for Substation. Your Company has executed the project in a timely and professional manner, thereby helping BPCL to cater to the peak winter demand.



• **Megha Engineering Infrastructure Ltd: Ananthapur (A.P)**

Your Company has successfully completed and commissioned SITC of 6.6/132kV Switchyard with 4 bays comprising of 70 MVA GT, 6.6kV GCB, 6.6kV Panel, IPBD and LT panels for power evacuation from a 50 MW Solar Thermal Power project by MEIL. This was a new concept in power generation and became the first Solar Thermal plant to be fully commissioned in India.



• **Procter & Gamble**

Your Company has supplied and commissioned the HT panels, dry type transformers, blockset and LT APFC and its Trihal range of transformers in P&G's upcoming new manufacturing facilities near Hyderabad.

• **Tata Power: Mumbai**

Your Company has successfully executed various distribution substations, which included SITC of 33 & 11kV panels and SCADA for Tata Power, Mumbai. The scope included SITC of equipments in new S/S and augmentation of existing S/S including replacement of old switchgears and installation of SCADA systems at various locations in Mumbai.



> 8. Services Activity

Field Services is at the heart of Schneider Electric's business model. Being one of the focus areas, Your Company understands that Services is a people's business more than any other business. We at Field Services, endeavor to help our customers to increase productivity, reliability, safety; mitigate risks, limit downtime, upgrade equipment, enhance life and cut costs thereby improving return on investment.

Accompanying them along the entire life cycle of our solutions, our aim is to assist our customers to proactively plan, install, operate, optimize and renew all solutions to define and implement the best solution evolution, thereby improving performance & flexibility, while controlling aging infrastructure costs.

India is facing endemic electrical energy and peaking shortage of power. The Indian power sector is plagued with mounting commercial losses due to several inefficiencies, commercial and technical losses in electrical networks. One of the key issues and initiatives that surfaced in power reforms is to fully utilize the capacity of generation and distribution units and the revamping of old, sick and low performing units. With increasing complexity and requirements in the electrical network, lack of permanent skilled resources at site and demand for greater reliability, customers are keen to entrust consulting, maintenance, refurbishing, retrofitting & upgradation of their systems to experts. This distinctive need of the market is served through the Services business.

Our Services cover customer needs around the complete installation lifecycle and the portfolio includes "Comprehensive Services to improve performance of customer installation" such as Asset Management program (preventive & predictive services maintenance contract and extended diagnosis for ED equipment), On Demand Maintenance (one time maintenance, spare parts & repairs), Modernization & Upgrade (retrofit & revamp solutions) and Installation Assessment (health check). To effectively deliver this, we have a pan India presence of dedicated services and authorized service centers & specialized channel partners, who cater to all the legacy and current

brands of Schneider Electric and quickly respond to customer calls.

Schneider Electric's strong presence in Infrastructure, Power, Building, Industry and IT segments coupled with our ability to offer Services across these segments provides us a distinctive advantage to serve our customers. Capability building is key to meet diverse needs of the market viz. minimal shutdowns while doing upgrades and retrofits, scaling up and completing critical projects during short annual maintenance breaks etc. A dedicated Services Business unit enables in this capability building and as the Services market matures, our focus and preparedness takes us ahead of the curve. The composition of Services business and the business model employed makes it very attractive in terms of Return On Capital employed and enhancing customer satisfaction.

Your Company's field services business has set the benchmark in the country in the field of services in electrical distribution by obtaining the BVCI's IMS certification comprising ISO9001:2008 & ISO14001:2004 and also BS OHSAS 18001:2007 for maintenance services, supply of spares, design, engineering, supply, installation, testing and commissioning of retrofit solutions and MV/LV revamp projects.

Some of the major projects executed by Services Business in 2014-15:

NDMC - This modernization contract involved replacement and upgradation of 15 Nos. 33KV Kirloskar make SF6 panels to compact Gas Insulated Substation and corresponding 15 Nos. old Control Room Panels to new panels with numerical relays. All earthing, cabling and DC system to be upgraded to successfully commission the complete substation. This large and prestigious FS contract plays a strategic role in increasing our presence in important utilities.

Johnson & Johnson, Ethicon - A specialized modernization job comprising multiple offers, 33kV full turn-key revamp project in which Project Consulting, Engineering, Liaising, and Testing/Commissioning were entirely in our scope. This job involved system stability study including

Arc Flash and Relay coordination, Energy monitoring (SOE), dismantling & removal of old oil type transformers & 33KV structure and switchboard, including 33KV Utility metering kiosk, 33KV Panels (RMU), 33kV autorecloser, 33/0.415kV Transformers, HT/LT Cables etc.

BHU - 7th year renewal of maintenance contract in one of the best universities of the country. The Operation and Maintenance Contract of Electrical Installation in the Banaras Hindu University is running for more than 7 years since 2007. We have been

providing support to operate & maintain two 33KV grids along with 20 sub-stations feeding the entire campus including 60 hostels, a hospital and academic blocks. We have taken up 24/7 electrical O&M on both campuses. We are proud to have provided an efficient and reliable service and peace of mind to the customer for the last 7 years. Renewal of this important maintenance contract for the 7th year in a row establishes the confidence and trust of the customer in our customer satisfaction services.

> 9. Human Resources

Your Company recognizes that people are its competitive advantage and continues to focus on their development by leveraging technology and creating a learning environment to unleash their potential and fulfill their professional aspirations.

The year 2014 was a year of transformation with a strong focus on enhancing geographic coverage, customer satisfaction, market saturation, fostering collaboration and empowering teams. In order to achieve this, the sales team was reorganized around three types of customer accounts – Strategic Accounts, Targeted Accounts and Proximity Accounts with a focus on “Accounts” instead of “territories”. The endeavor was to enhance commercial effectiveness and improve the customer experience manifold. Driving this change effectively was not just pivotal for the future but also critical for achieving the target for the year. Face to face transformation workshops were conducted in various locations across the country to facilitate the effective deployment of Transformation that helped the team with the understanding of the new business model, governance processes, challenges, escalations and COMMITMENT. A quick dip stick study on employee perspective about the new organization was also conducted and it was found that employees are excited about the change and looking forward to better customer connect and growth.

Human Resource philosophy and strategy of Your Company has been structured to attract and retain the best talent that encourages innovation and creates a work environment reflecting our core values (Care, Connect, Challenge and Commit). Your Company engages effectively with its employees which is critical to building and sustaining a high-performing business and retaining talent. Various engagement initiatives have been

introduced which included leadership connect, celebrations, festivals, recreational and sport activities, etc. Additionally, Rewards and Recognition programmes have been aimed at creating a culture of recognizing and celebrating performance at multiple levels across the organization for individuals & teams.



We continued to strive to provide our employees a healthy and invigorating work environment by engaging them in several health, development and recreational initiatives. This year again Baroda, Kolkata, NOIDA offices and Factories were certified to be cool sites by our Site audit council.

In order to uphold the values of ethical conduct and compliance to our Principles of Responsibility, Your Company ensured that all employees of the company and new joiners undertook a detailed training and awareness program to familiarize themselves with the standards and expectations.

Your Company aligned all HR systems and processes such as Performance Management System, Development Reviews, Talent Reviews and trained all employees and managers for effectively using these tools. These processes helped both employees and managers to work collaboratively, with clear objectives and measurements and identify their development needs.

A comprehensive system of Talent Link performance tool was put in place with all HR systems on one platform. This enables employees to self update their profiles to promote their mobility across the organization. Your Company has built a talent pool by recruiting fresh graduate engineers from premier engineering colleges & institutes in India and through need based lateral hiring.



Prakash Chandraker, VP & MD sharing vision and expectations with employees during Transformation workshop



Sandeep Selot, Director Marketing & Strategy sharing knowledge during Transformation workshops



Sabih Kidwai, Director HR, engaging employees in a change management session during transformation workshop



Team leaders and employees are engrossed in a management game to experience & manage Change

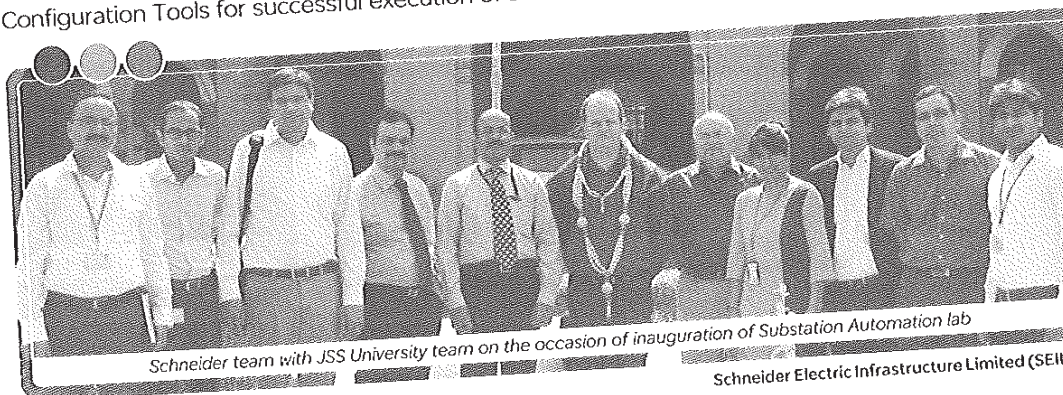
Transformation deployment workshops in Regions across India for improving commercial effectiveness and customer experience.

Industry-Academic interface

Towards the coveted endeavor of upgrading the technical education in the country Your Company has been participating in various Industry-academia forums for many years. In 2014 Your Company took another initiative in the same direction.

●●●● Schneider Electric Infrastructure has set up a Substation Automation Lab at the facility of JSS University, which was inaugurated in Oct 2014. This is a one of the first substation Automation Labs in North India which has been established by any Energy Sector Company in collaboration with a university. This collaboration will allow Your Company to raise awareness of technological developments in the field of Energy Management. The live projects and curriculum provided to the faculty and students will also generate interest of students in this field.

The Company may also get trained workforce and brand recall. In the next phase, Your Company is planning to utilize this Lab fully for testing some critical features of Substation Automation like Automatic Load Shedding etc. For this the faculty members of JSS have been trained on PACis System and Configuration Tools for successful execution of several upcoming projects.



Schneider team with JSS University team on the occasion of inauguration of Substation Automation lab

Learning & Development

Competency Development continues to be a key area of strategic focus for us. Our learning and development initiatives during the year were based on the 3E philosophy viz 'Education, Experience and Exposure'. Thus all organized trainings were based on identified competency gaps and business priorities.

We conducted more than 5117 mandays of training and covered 99% of employees. This not only included technical skill building training but also interventions and workshops around business priorities.

We invested more than 125 training mandays in leadership development and 83 days in Frontline Manager Development. The Internal Trainer Policy, put in place in 2013 with the objective of encouraging and engaging internal trainers towards employee development resulted in 23% of our trainings being facilitated and driven by trusted internal trainers.

Your Company continued to promote and strengthen a culture of continuous learning at all levels through digitized learning like e-learning, mobile based learning & SMS alerts. The company closed the year with an average of more than 4 hrs of digitized learning, per employee.



Your Company believes that the leaders of tomorrow will not be the ones who know it all but the people who know how to learn.

Towards the same endeavor of building a learning culture, Your Company launched a learning week initiative in the month of October 2014. All our employees participated actively in this initiative, experienced different learning methodologies and learnt more about different individual learning styles. This intervention was predominantly driven by internal trainers.

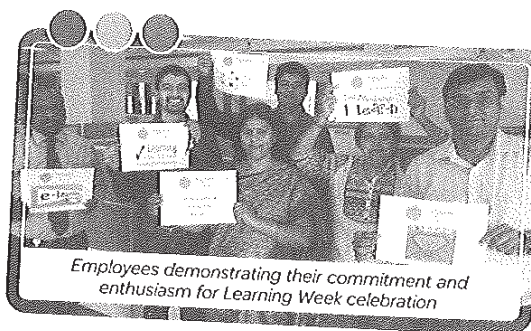


This initiative was not only applauded by our own employees but also recognized by AIMA as an industry best practice to promote learning culture in an agile organization.

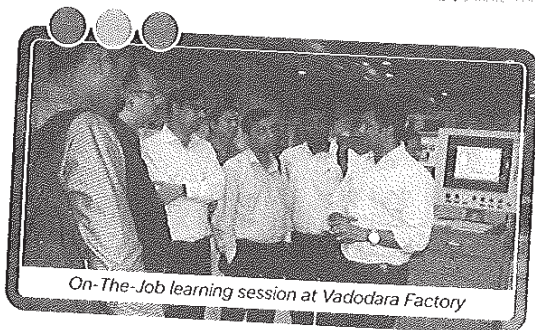
Our efforts to build a learning culture continues and with various interventions we have been able to bring the required culture change where everyone not only values continuous improvement as a way of life but also strives to improve the productivity and efficiency of our processes by way of application of acquired knowledge.



Customer connect session during Learning week Celebration



Employees demonstrating their commitment and enthusiasm for Learning Week celebration

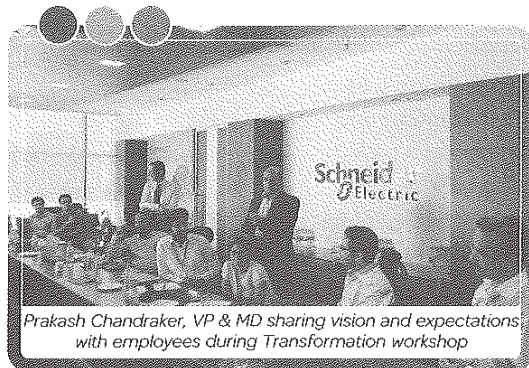


On-The-Job learning session at Vadodara Factory

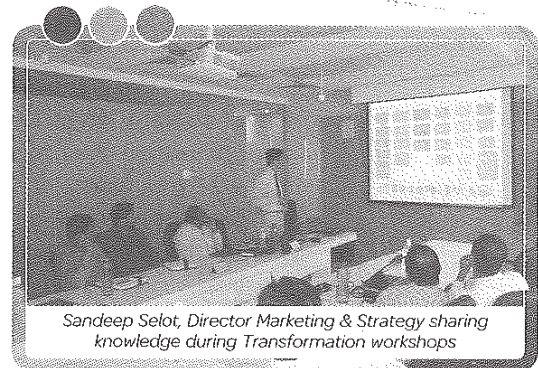


Director HR addressing employees during Learning week celebration

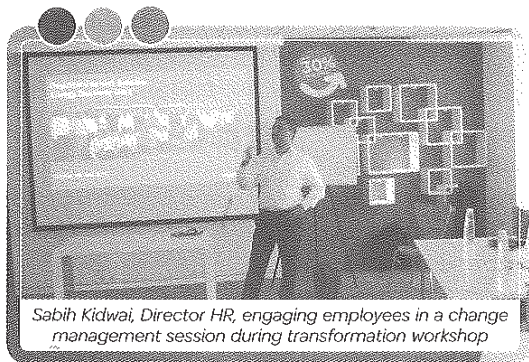
Glimpses of Learning week celebration to foster learning culture in the organization



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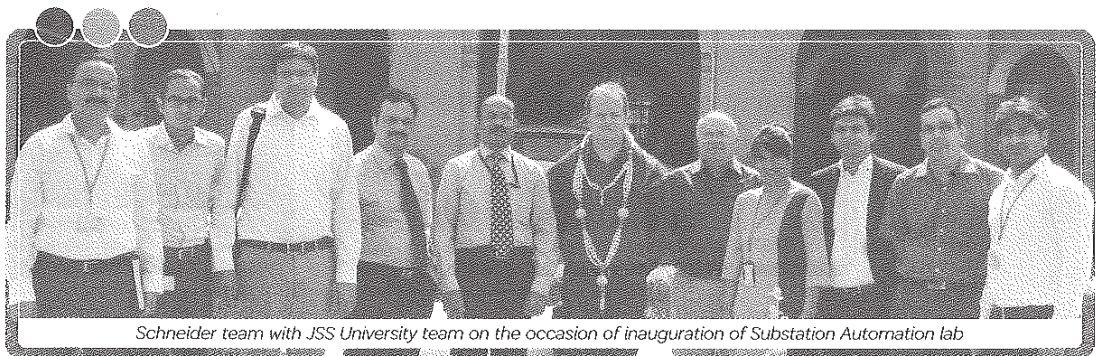
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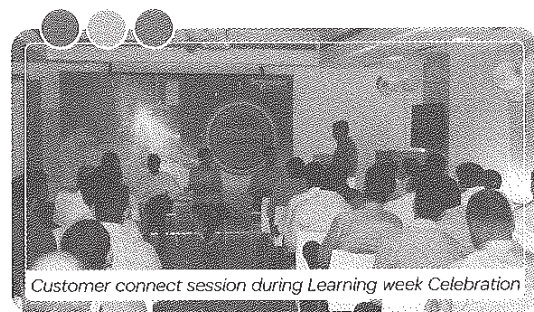
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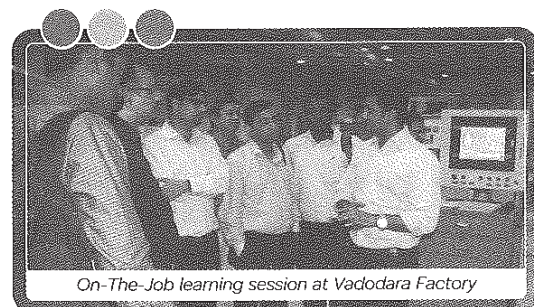
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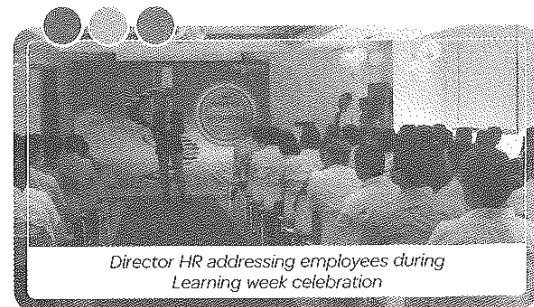
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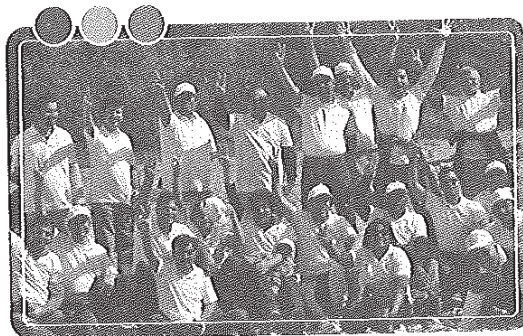
Growth workshop "Better than ever"

In order to prepare the Energy team for sustaining the momentum of last quarter and building on our ambitious plans for the next few years, the Energy Leadership team embarked upon an experiential workshop. An outbound growth workshop was organized wherein team members from Sales, Marketing, GSC and Support functions got together and deliberated on building a great organization. The team identified four key levers i.e. Business Model, Value Proposition, Operational Efficiency and People in order to boost business growth. Positive relationships and team cohesion were facilitated through some very intense interactive sessions and adventure activities like rock climbing

& rappelling that helped participants to shun their titles and work as a team. Post exercise, the team deliberated upon their learning and challenges with market and business. The discussions also created a crucible of ideas and possibilities for addressing some of the most complicated equations.

●●●●

Overall, this workshop not only helped the team to widen their perspective on business, customers, opportunities and challenges but also motivated them to strive to create a business and organization that is "Better than ever".



Jubilant employees during an experiential outbound workshop for building growth ambition for future

Kids Day Out @ NOIDA office

Your Company reverberated with sunshine smiles and happy minds when over 60 children spent a day of their vacation at their mom/dad's office. The otherwise sombre precincts of the office were abuzz with happy feet, chirpy chatter and inquisitive minds of little children between the ages 4-15.

Various activities organised for children like painting

competition, magic show, diya decoration, animation movie show, talent competition and so on. Sumptuous meal and finger licking snacks were waiting for them as they got time in between the activities. This gives an opportunity for the children to see where their parents work and experience their workplace environment.



Applause: Our new platform for Reward & Recognition

Your Company has, over the years, continuously used various platforms to acknowledge and celebrate the contribution of employees. In order to create a common recognition platform across the organization and various locations, the company launched "Applause", an online social recognition portal to recognize its employees instantly and in a timely manner. This has not only fostered a culture of recognition in the organization but also contributing to building an engaged workplace.



Employee receiving Loyalty award from Sandeep Selot, Director Marketing & Strategy

Principles of Responsibility (POR) deployment

Our Principles of Responsibility have always been guiding principles of Your Company, and integrity an underlying value in all its business transactions. These attributes were important in the past and will be critical to our success in the future. As we look toward the future, our goal to be the Leader in technology innovation and Energy Management depends on each and every one of us being committed to these principles – and to practicing them in every action we take.

Principles of Responsibility are the guidelines for all our employees and associates, the fundamental principles we commit to adhere to in our conduct across all that we do. This is what we owe to our partners, shareowners, our customers, our communities and each other.



The bottom line is this: We must continue to strive to succeed in all our business endeavours, but never at the expense of our Principles of Responsibility.

POR is the reflection of Your Company culture and the expression of our commitment to sustainable development. These principles govern our business decisions and activities every day. POR is a core document with local content in order to be as pragmatic and realistic as possible uniting our commitment to all our stakeholders: Employees, Business Partners, Shareholders, Planet & Society. It helps Schneider Electric employees to know:

- What we must do
- What we cannot do
- What we should do

Your Company imparts POR training to all new joiners on their first day in the organisation and refresher training to existing employees during the year. All employees have gone through POR training by way of e-learning, face to face workshops and webinar based training. To reinforce the understanding of POR, many webinars were organized, at various locations across the country, for white collar personnel and face to face awareness sessions for blue collar employees in 2014 as well.

> 10. Corporate Social Responsibility

Your Company has voluntarily undertaken certain CSR projects. CSR has been considered as an important initiative towards employee engagement. "Communities Days" was organized from 15 - 24th September 2014 at various locations of Your Company to celebrate wherein employees participated in "use your leg" campaign to make a collective effort equal to a trip around the world to make a difference to oneself and the planet. Employees also participated in "Use your brain contest" to test their awareness about the environment and undertook a tree plantation drive at their sites.

Emergency during Natural Disasters

Natural disasters impact human lives and infrastructure with untold severity. Electrical networks get affected where there is a flood or an earthquake. Your Company supported the affected areas in providing grid restoration activities in areas that were calamity struck. Working on electrical

services helps restoration of other services in the affected area which are dependent on the grid. Your Company volunteers came forward to repair more than 13 substations during the floods in Jammu & Kashmir in 2014.



> 11. Key Events of the Year

ELASIA 2014

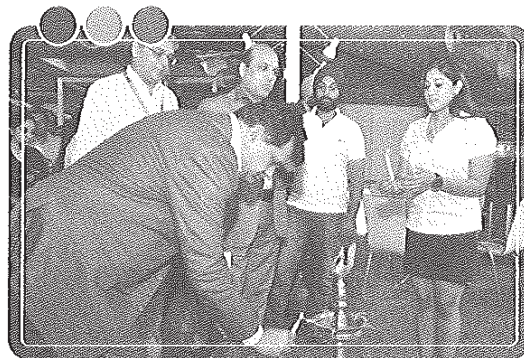
On 25th July, Your Company had kicked off its participation at the 6th Elasia 2014 with the inauguration of our spectacular stall by Mr. Amitabh Kant, Secretary of the Department of Policy and Promotion. Your Company had showcased its advanced technologies and solutions which enable integration and automation of various market segments with an eye to enabling efficient, sustainable and liveable Smart Cities. Through integration at energy, power and information technology levels, Schneider Electric's integrated solutions have been efficiently managing and driving

smart cities across the globe.

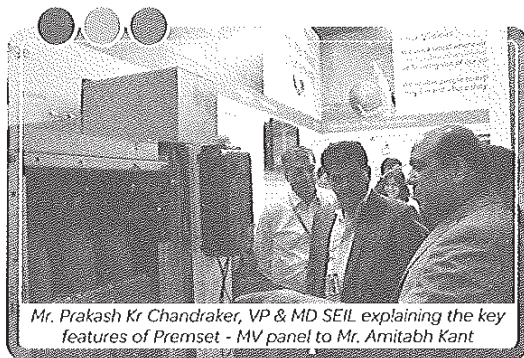
In the energy segment, Dry-type cast resin Transformers (Trihal), Premset MV Switchgear, Feeder Automation, Sub-station Automation and Advanced Distribution Management System showcase Schneider's unparalleled strength to create end-to-end implementation and management calibre that is essential to build and sustain a Smart City and makes Your Company master in this.



Inauguration of our stall by Mr. Amitabh Kant, Secretary of the Department of Policy and Promotion



Customer engaged in Smart City Model



Mr. Prakash Kr Chandraker, VP & MD SEIL explaining the key features of Premset - MV panel to Mr. Amitabh Kant

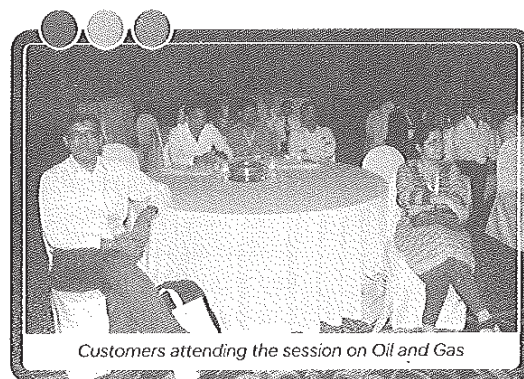
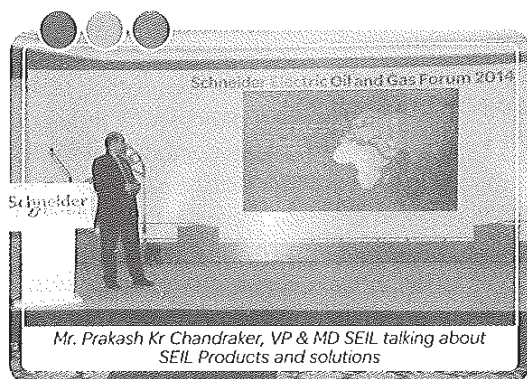
Oil and Gas Customer Meet

Your Company had organised an Oil and Gas Customer Meet in Mumbai at Hotel Leela on 7th August 2014.

The event was dedicated to the Oil and Gas community and Your Company had invited

customers from large enterprise in that domain like HPCL, Reliance, TIPL, ONGC, etc.

Your Company showcased the entire Product and Solutions offerings and demonstrated how we can help the Oil and Gas sector through our MV offers.



Metals, Mines and Minerals Day

Over 100 customers and partners attended Schneider Electric's Metals, Mines and Minerals Day at Angul and Rourkela on 15 and 17 July respectively. Your Company showcased the entire Product and Solutions offerings and demonstrated how we can support them to help them make the most from energy.

At Angul, the event was attended by 65 key customers from diverse organizations including JSPL, Nalco and GMR Energy Ltd. The day at Rourkela was split in two sessions. One session was conducted at Rourkela Steel Plant of Steel Authority of India Ltd (SAIL). This session included a technical presentation on the product & solutions offerings of Your Company. Attended by 35 customers, the session was engaging, with participants seeking numerous technical clarifications. So engaging was the discussion that the customer sought a focused engagement at a later date to cover technical aspects of interest to RSP's personnel. The second session included Your Company's corporate presentation session along



with product display and was attended by 60 people.

Customers recognized and appreciated the wide portfolio of products and solutions and advised us to serve the needs of large steel plants that expect broader as well as deeper engagement.

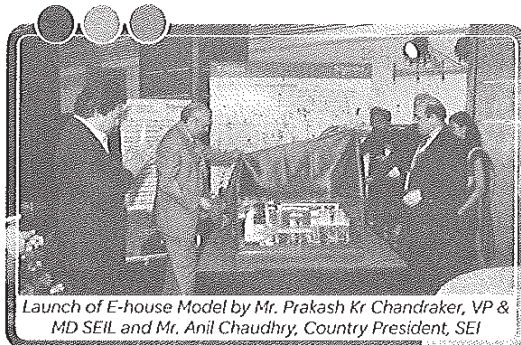
Smart Energy Solutions for a Sustainable Future - Customer Meet 2015

Your Company had organized a Customer Meet at its Vadodara Facility on 19th Feb, 2015. The conference was themed 'Smart Energy Solutions for Sustainable Future' and offered an opportunity for discussion and interaction among the audience. The format of the meet was two fold: - a) interactive conference b) factory visit to showcase our offer - a presentation of digital integration and control.

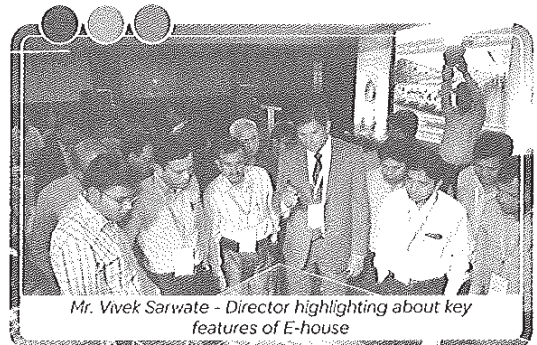
The key highlight of the conference was a modulated discussion session of 5 to 6 customers chaired by SE India Leadership, which resulted in key inputs for the business to act upon. Your Company also took the opportunity to unveil its 'E-house' offer and simulated the experience

through an E-house product model.

Sixty customers from various organisations such as Reliance Industries, CSPDCL, L&T Power, Tata Power, Vishwanath Projects, Lodha Developers and Reliance Infrastructure Limited converged from all over the country at Your Company's manufacturing facility in Vadodara to examine our Energy solutions and discuss with industry peers the sustainable future. Customers were taken for a factory tour in the second half of the day and shown the various products on the shop floor of Equipment. A separate live demo area was created to demonstrate the different products and solutions like TVDA, Pacis, RMUs, GIS, etc.



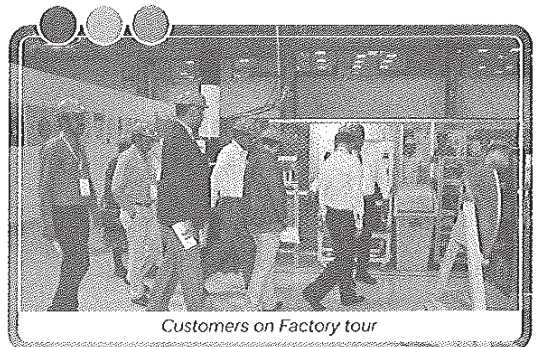
Launch of E-house Model by Mr. Prakash Kr Chandraker, VP & MD SEIL and Mr. Anil Chaudhry, Country President, SEI



Mr. Vivek Sarwate - Director highlighting about key features of E-house



Customers attending the technical session



Customers on Factory tour

Intellect 2015

Your Company successfully showcased its unique and diverse range of smart energy solutions at the Intellect Conference & Exposition (January 22-24th), organized by IEEE in Mumbai. The theme of the event was Smart Electricity for Smart City, the Schneider Electric way. SEIL had displayed its solutions in the smart electricity paradigm, covering the offers from plant to plug.

The solutions display at the stall garnered a huge response of 1000+, visiting thought leaders & decision makers. Several key politicians, along with potential customers, visited our stall that was inaugurated by Mr. RR Mehta, CEO, Reliance Energy, in the august presence of Mr. Anil Chaudhry, Country President and Managing Director, Schneider Electric India; Mr. Prakash Kumar Chandraker, Vice

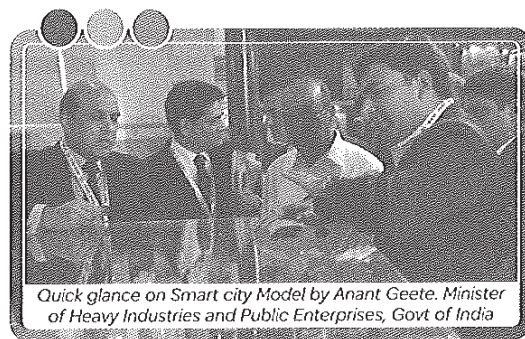
President & Managing Director – Energy Business, Schneider Electric Infrastructure Limited (SEIL); Mr. Shrinivas Chebbi, Vice President – India and SAARC, EcoBuildings and Partner Projects, Schneider Electric.

Prominent political leaders who visited Your Company's stall included Tanga Byaling – Minister of Home Affairs & Power, Govt of Arunachal Pradesh; Anant Geete – Minister of Heavy Industries and Public Enterprises, Govt of India and Chandrakant Bawankule – Energy & Renewable Minister, Govt of Maharashtra.

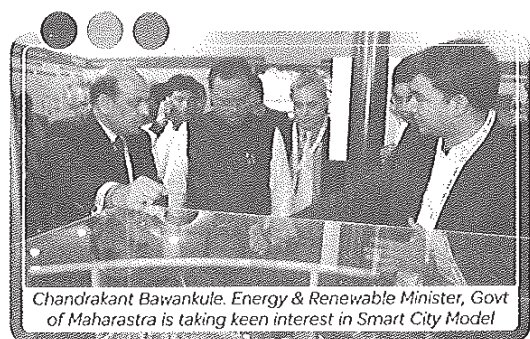
The three-day conference that concluded on January 24th, proved to be a key driver in creating brand awareness, generating leads and engaging key customers and thought leaders!



Inauguration of stall by R.R Mehta, CEO, Reliance Energy



Quick glance on Smart city Model by Anant Geete, Minister of Heavy Industries and Public Enterprises, Govt of India



Chandrakant Bawankule, Energy & Renewable Minister, Govt of Maharashtra is taking keen interest in Smart City Model



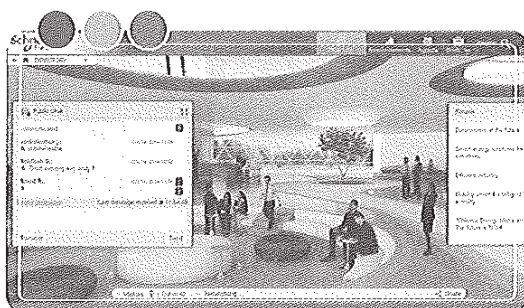
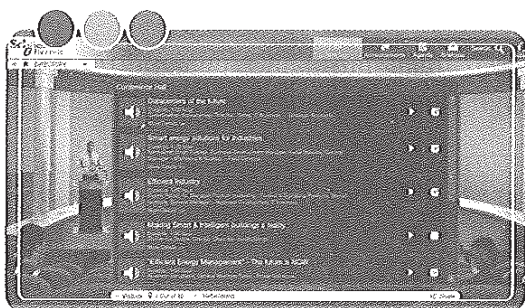
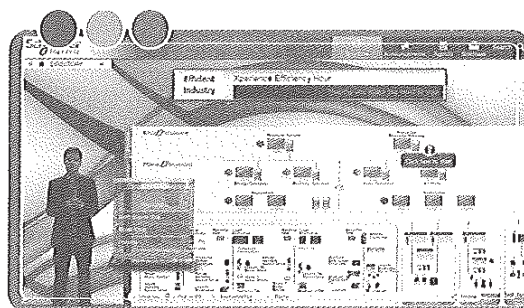
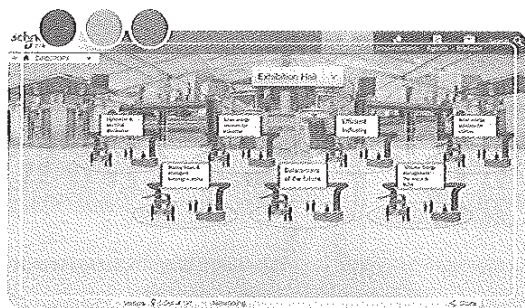
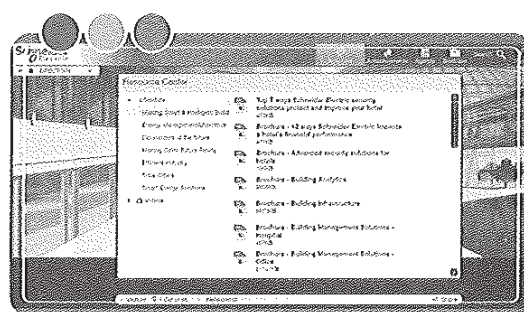
Customers at Command Control Center

Xperience Efficiency Hour - Virtual Tour

Your Company organized a unique virtual initiative 'Xperience Efficiency Hour' on October 8, 2014 and the response was overwhelmingly positive! Visitors steadily streamed in to attend the power-packed sessions held by Schneider industry experts. The Q&A sessions after every presentation also generated a lot of interest and useful feedback.

Some of the key prospects who visited our portal

included L&T, ACC Limited, NTPC, 3M India, Alcatel Lucent, Ashok Leyland Ltd, Colgate Palmolive India Ltd, Bharti Airtel, ESSAR Oil, IOCL, Ford India Ltd, General Motors, ITC Limited, JSW Steel Ltd, Kerala State Electricity Board, Grasim, Hindalco Industries Limited, Hindustan Zinc, Vedanta, Honeywell, IBM, IIT Roorkee, IIT Delhi and Power Grid, among others.



Xperience Efficiency Hour - Virtual Tour

> 12. Information Systems and Technology

During the last year IT applications have been mutualized; this is driving simplicity and efficiency while reducing costs. An initiative to consolidate

ERPs has also been launched. Once complete this would provide a platform to optimize the overall IT landscape.

> 13. Finance

In a recent trend, finance is playing an important role in supporting business, decision making, performance management and controlling. Higher volumes of transactions and a growing phase required a robust process to control and bring in conformity of all the activities.

The company follows the Schneider group's best practices of treasury for working capital management, optimising interest cost, trade finance

and forex management. The company has strengthened its credit control function with close monitoring over receivables.

The FISS (Finance Share Service) was strengthened further with additional tools, advanced technology and expertise, in order to meet the challenges both in terms of meeting deadlines and improving finance efficiency.

> 14. Investor Relations

Your Company has a strong belief in stakeholder engagement to build long-terms relation and confidence. The company is putting its best efforts to ensure the accurate and timely communication of information through press releases, interactive investors/analysts conference calls, investor meetings and prompt replies to all stakeholder queries.

Through conference calls, Your Company has created a platform of two way communication to address stakeholder and analyst queries and kept them updated on market conditions, strategies, business segment and operational performance of the company. Your Company kept investors informed of major development through press releases and stock exchange communications. In

addition, all presentations made to investors and financial results are hosted on website.

Your Company understands and appreciates the significance of good corporate governance as an important step to build investor confidence, improve investor protection and maximize the shareholder value. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, Reports on Management Discussion and Analysis and on Corporate Governance have been included elsewhere in this Report as separate sections. A certificate from S.R. Batliboi & Co LLP, Chartered Accountants, New Delhi confirming compliance with Clause 49 of the Listing Agreement has also been included in the Annual Report.

> 15. Internal Audit

The in-house internal audit department is responsible for providing reasonable assurance with regard to the effectiveness and efficiency of internal control systems and processes. The in-house internal audit department at Your Company is an independent and objective function performing assurance and consulting activities designed to add value and improve the Company processes. It helps the Company accomplish its objective by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

In order to supplement the audit assurance provided by the in-house team, the Company had also outsourced some of the audit work to third party audit firms. The audit firms are expected to provide audit assurance on the end-to-end spectrum of the area/processes defined in the scope of work agreed with them. The audit plan for the year is based on business risk and Internal Control assessment which is approved by the Audit Committee and Board of Directors of the company. The Audit Committee does a regular review of the Audit Reports submitted by the Internal Auditors and an action plan for remedial actions is put in place. The Audit Committee is continuously apprised of the action plan status. The Committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of

internal control systems in the Company and keeps the Board of Directors informed of its major observations, if any.

The internal audit methodology from inception, through fieldwork, to final reporting is streamlined to fit in the COSO framework so that it is no longer incidental to our processes but provides the foundation for all our audit work. Integrating COSO in this manner has resulted in structured audit process, ensures that appropriate criteria are considered in key phases of each audit, and provides a trail to support the conclusions reached. All the five essential components of control environment, risk assessment, control activities, information communication and monitoring of COSO framework are considered while defining the control objective to be audited. The Company has set up a robust risk management and Internal Control assessment framework across the organization. This facilitates identification, assessment, communication and management of risk in an effective manner.

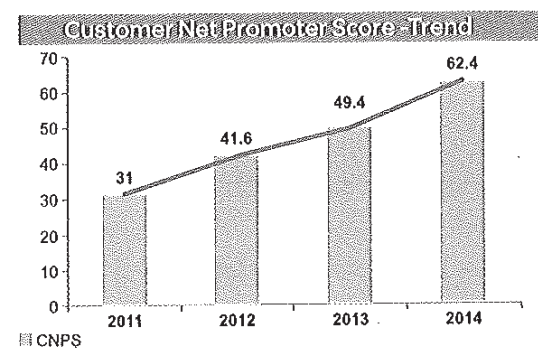
As per the requirement of New Companies Act 2013, the company is in the process of setting up the frame work for Internal Control on Financial Reporting. For this purpose, an 'As is' diagnostic review is being conducted with the help of EY to identify the gaps in the existing process to comply with the requirement of New Companies Act.

> 16. Customer Satisfaction & Quality

Your Company always believe in the philosophy of "Customer First" and all our processes are aligned accordingly. We always strive to exceed our customers expectations including their emotional experience.

We are leveraging all our processes and resources to give a signature experience to our esteemed customers. We have identified a leading indicator i.e Customer Net Promoter Score measure to track the customer satisfaction and customer loyalty level. Your Company has a very robust process to measure customer loyalty by measuring the Net Promoter Score on a quarterly basis. Customer Net promoter score is calculated based on the formula $CNPS = \{ \% \text{ of Promoters (rating 9 or 10 on 10 point scale)} - \% \text{ of Detractors (rating 0 to 6)} \}$. To improve the customer experience, we

engage all the Passive (rated 7&8) and detractor and provide resolution to their issues. The continuous process of engaging with these customers has enabled us to improve our customer experience year on year.



> 17. Directors and Key Managerial Personnel

Appointment

Mr. Sugata Sircar and Ms. Sonali Kaushik were appointed as Additional Directors effective 02.11.2014 and 07.11.2014 respectively till the conclusion of the ensuing Annual General Meeting of the Company. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a member proposing candidature of both the directors. The Board of Directors recommend their appointment at the ensuing Annual General Meeting.

In the Board Meeting held on 02.11.2014, Mr. Prakash Kumar Chandraker was re-appointed as Managing Director for a period of three years effective 16.12.2014 subject to the approval of Shareholders at the ensuing Annual General Meeting. The Board of Directors recommend his re-appointment.

In the Board Meeting held on 15.05.2015, Mr. Anil Rustgi was appointed as the Company Secretary and Key Managerial Personnel effective 15.05.2015.

Cessation

Mr. Javed Ahmad and Ms. Rajni Kesari, Directors of the Company resigned effective 22.05.2014 and 22.10.2014 respectively. Mr. Manish Arun Jaiswal has resigned from the directorship effective 18.04.2015.

Mr. Sameet Gambhir resigned as Company Secretary and Key Managerial Personnel effective 14.03.2015.

The Board places on record its deep appreciation for the valuable contribution made by Mr. Javed Ahmad, Ms. Rajani Kesari, Mr. Manish Arun Jaiswal and Mr. Sameet Gambhir during their association with the Company.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 read with Clause 49(II) (B) of Listing Agreement

that the Independent Directors of the Company meet with the criteria of their Independence as prescribed therein.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Anil Chaudhry, Director retires by rotation and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Anil Chaudhry, the Board is of the opinion that his appointment will immensely benefit Your Company. The Board recommends his re-appointment.

Brief particulars of the Directors to be appointed/re-appointed are given elsewhere in this Report.

As per the declarations received, none of the Directors of the Company are disqualified for being appointed/re-appointed as Directors as specified in Section 164(2)(a) and (b) of the Companies Act, 2013.

> 18. Evaluation of the Board's Performance

In compliance with the Companies Act, 2013, and Clause 49 of the Listing Agreement, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board.

The evaluation of Independent Directors was carried

out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

> 19. Remuneration to Directors

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

> 20. Committees of the Board

The Details of composition of Audit Committee and other committees of the Board of Directors along with the attendance thereof is provided in the Corporate Governance Report forming part hereof.

> 21. Related Party Transactions

The Company has formulated a policy on Related Party Transactions and also on dealing with Related Party Transactions. The policy is disclosed on the website of the Company (www.infra.schneiderelectric.com/in/). All

transactions entered into with Related Parties were as per the RPT policy adopted by the Company. Your Directors draw attention of the members to Note number 29 to the financial statements which sets out Related Party Disclosures.

> 22. Particulars of Employees

The Information as per Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. However, as per the provisions of Section 136 of the Act, the report and accounts are being sent to the Members and others entitled thereto, excluding the information on employees'

particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

> 23. Directors' Responsibility Statement

Your Directors state that:

- a. in the preparation of the annual accounts for the year ended 31.03.2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and profit and loss of the Company as at 31.03.2015;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

> 24. Auditors

i. Statutory Auditors

The observations of Statutory Auditors in their report, read with the relevant Notes to Accounts are self explanatory and therefore, do not require any further explanation.

M/s S.R Batliboi & Co, LLP, Chartered Accountants (ICAI Registration No. 301003E), Statutory Auditors of the Company will hold office until the conclusion

of the Fifth Annual General Meeting of the Company. M/s. S.R Batliboi & Co, LLP have expressed their willingness to get re-appointed as the Statutory Auditors of the Company and have furnished a certificate of their eligibility and consent under Section 139 (1) and 141 of the Companies Act, 2013 and the rules framed there under.

ii. Cost Auditors

In pursuance of Section 148 of the Companies, Act 2013 and circular issued by the Ministry of Corporate Affairs, M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001) have been appointed as Cost Auditors of the Company for the Financial Year 2015-16 and the proposed remuneration is for your approval for which a suitable item has been incorporated in Notice of Annual General Meeting.

iii. Secretarial Auditor and Secretarial Audit Report

In pursuance of Section 204 of the Companies Act, 2013, M/s Nesar and Associates, Company Secretaries were appointed as Secretarial Auditors to carry out Secretarial Audit for the financial year 2014-15. Their report is annexed to this report as **Annexure - I.**

25. Public Deposits

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review.

26. Buy back of Securities

The Company has not bought back any of its securities during the year under review.

27. Sweat Equity

The Company has not issued any Sweat Equity shares during the year under review.

28. Bonus Shares

No bonus shares were issued during the year under review.

> 29. Corporate Governance

We comply with the Securities and Exchange Board of India (SEBI)'s guidelines on Corporate Governance. In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, a

separate report on corporate governance (**Annexure - II**) along with the Auditor's Certificate (**Annexure - III**) on its compliance is attached with this Report.

> 30. Particulars of Loans, Guarantees or Investments

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

> 31. Extract of Annual Return

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is annexed as **Annexure - IV**.

> 32. Risk Management Policy

In compliance with the requirement of the Companies Act, 2013 the Company has put in place Risk Minimization and Assessment Procedures. In order to effectively and efficiently manage risk and address challenges, the Company has formulated Risk management Policy.

The objective of any risk identification and assessment process is to evaluate the combination of likelihood and level of negative impacts from an

event. The three main components of a risk assessment are business risk, service/operational risk and external risk.

The Company manages the risk in line with current risk management best practice. This facilitates the achievement of our objectives, operational effectiveness and efficiency, protection of people and assets, informed decision-making, and compliance with applicable laws and regulations.

33. Significant & material orders passed by the regulators

During the year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

34. Vigil mechanism

The Vigil Mechanism of the Company, in terms of the Listing Agreement includes a Task Force comprising senior executives of the Company.

Protected disclosures can be made by a Whistle Blower through an email or dedicated telephone lines or a letter to the Task Force.

35. Material changes and commitments affecting the financial position of the company after 31st March 2015

As part of consolidation of the manufacturing activities of the Automation business, the Board of Directors of the Company has approved the transfer of the assets of the Factory located at

A-88, Sector-57, Noida-201301 to the Factory located at #172, Poonamallee Bye Pass Road, Poonamallee, Chennai, Tamilnadu and decided that the Noida factory be closed.

> 36. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the provisions of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 read with Rules as amended upto date, the Company has constituted a Central Internal Complaints Committee at its office situated at Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India. The

Central Internal Complaints Committee has been given the responsibility to receive and address the complaints received, if any, at all locations where the Company is present. The Company has also taken certain steps to create awareness about familiarization to the said policy having been put in place. There was no instance of alleged sexual harassment reported during the year under review.

> 37. Corporate Social Responsibility

The Corporate Social Responsibility Committee has formulated and recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company.

The Annual Report on CSR Activities is not annexed herewith due to non applicability of relevant provisions (losses in three financial years) to the Company.

> 38. Meetings of the Board

Four meetings of the Board of Directors were held during the period under review. For further details, please refer report on Corporate Governance forming part of this Annual Report.

> 39. Code of conduct and ethics

The Board of the Company has adopted a Code of Conduct and Ethics for the Directors and Senior Executives of the Company. The objective of the Code is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency and honesty. The Code sets out a broad policy for one's conduct in dealing with the

Company, fellow Directors and Employees and with the environment in which the Company operates. The Code is available on the Company's Corporate website (www.infra.schneider-electric.com/in/).

> 40. Conservation of energy, technology absorption and foreign exchange earning and outgo

The particulars relating to conservation of energy, technology absorption and foreign exchange earning and outgo, as required to be disclosed under the Companies Act, 2013 is annexed as **Annexure-V** and forms part of this Report.

> 41. Acknowledgments

Your Directors would like to thank all stakeholders, namely, customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 15th May, 2015

Vinod Kumar Dhall
Chairman

Secretarial Audit Report

NESAR & Associates

Company Secretaries

SANKALP

C-227, Ground Floor Paryavaran Complex, New Delhi-110 030

Email: nesargroup@nesarassociates.com

Mobile No. 98181 56340

Tel.: (011)-29536312, 29536642

Tele-Fax: (011)-29536642

FORM NO. MR-3

For the Financial Year ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

Schneider Electric Infrastructure Limited

Milestone 87, Vadodara, Halol Highway

Post Kotambi, Post office Jarod

Vadodara - 391510, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Schneider Electric Infrastructure Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company, papers, minute, books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Schneider Electric Infrastructure Limited (the Company) for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (FEMA);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other Applicable Laws:
Labour Laws:
 1. The Factories Act, 1948 and Rules framed there under with respect to factory situated at:
 - a. Medium Voltage Switchgear Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - b. Transformer Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - c. Block BN3, Sector V, Salt Lake City, Kokata-700091, West Bengal
 - d. #172, Poonamalle, Bye Pass Road, Poonamalle, Chennai-400056, Tamilnadu, India
 - e. A-88, Sector-57, Noida, UP, India
 2. Shops and Commercial Establishments Act, 1958 read with Shops and Commercial Establishments Rules with respect to offices situated at:
 - a. Floor 4 to 7, Tower 3, IGL Complex, Plot-2B, Sector-126, Noida-201317, UP, India
 - b. G S Road, 406, Orion Tower, Christanbasty, Guwahati,-781005, Assam, India
 - c. #172, Poonamallee By Pass Road, Poonamallee, Chennai-600056, Tamilnadu, India
 - d. 14, Forest Park, Bhubaneswar-751009, Orissa, India
 - e. Marwah House, 2nd Floor, Krishan Lal Marwah Marg, Andheri(East), Mumbai-400072, Maharashtra, India
 3. The Contract Labour (Regulation & Abolition) Act, 1970 and Rules framed thereunder with respect to factory situated at:
 - a. Medium Voltage Switchgear Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - b. Transformer Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - c. Block BN3, Sector V, Salt Lake City, Kokata-700091, West Bengal
 - d. #172, Poonamalle, Bye Pass Road, Poonamalle, Chennai-400056, Tamilnadu, India
 - e. A-88, Sector-57, Noida, UP, India
 4. The Apprentices Act, 1961 read with Apprenticeship Rules, 1992
 5. Employees Provident Fund and Miscellaneous Provisions Act, 1952.
 6. The Employees State Insurance Act, 1948, Employees State Insurance (Central) Rules, 1950 and Employees State Insurance (General) Regulations, 1950
 7. The Employment Exchanges Compulsory Notification of Vacancies Act, 1959 and the Employment Exchanges Compulsory Notification of Vacancies Rules, 1960
 8. The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976
 9. Employee's Compensation Act, 1923 read with State Workmen's Compensation Rules, 1924 and Workmen's Compensation Returns, 1935.
 10. The Industrial Disputes Act, 1947 read with State Industrial Disputes Rules framed thereunder.
 11. The Maternity Benefit Act, 1961 read with State Maternity Benefit Rules framed thereunder.
 12. The Minimum Wages Act, 1948 read with State Minimum Wages Rules framed thereunder.
 13. The Payment of Gratuity Act, 1972 read with State Payment of Gratuity Rules framed thereunder.

14. State Labour Welfare Fund Act read with State Labour Welfare Fund Rules framed thereunder.
15. State Industrial Establishments (National and Festival Holidays and Casual and Sick Leave) Act and State Industrial Establishments (National and Festival Holidays and Casual and Sick Leave) Rules.
16. Child Labour (Prohibition and Regulation) Act, 1986 read with Child Labour (Prohibition and Regulation) Rules, 1988.
17. The Payment of Wages Act, 1936 read with State Payment of Wages Rules framed thereunder.
18. The Payment of Bonus Act, 1965 read with the Payment of Bonus Rules, 1975
19. Industrial Employment (Standing Orders) Act, 1946 read with State Industrial Employment (Standing Orders) Rules.
20. Inter-State Migrant Workmen (Regulation of employment and Conditions of Service) Act, 1978 read with Rules framed thereunder.
21. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules framed thereunder.

Environmental, Health and Safety Laws:

22. The Environment Protection Act, 1986 read with Environment Protection Rules, 2002 with respect to factory situated at:
 - a. Medium Voltage Switchgear Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - b. Transformer Factory, Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India
 - c. Block BN3, Sector V, Salt Lake City, Kokata-700091, West Bengal
 - d. #172, Poonamalle, Bye Pass Road, Poonamalle, Chennai-400056, Tamilnadu, India
 - e. A-88, Sector-57, Noida, UP, India
23. e-Waste (Management and Handling) Rules, 2011
24. Batteries (Management and Handling) Rules, 2001
25. Hazardous Wastes (Management, Handling and Trans-boundary Movement) Rules, 2008;
26. The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989;
27. Noise Pollution (Regulation and Control) Rules, 2000
28. Air (Prevention and Control of Pollution) Act, 1981 read with State Air (Prevention and Control of Pollution) Rules
29. Water (Prevention and Control of Pollution) Act, 1974 read with State Water (Prevention and Control of Pollution) Rules
30. Water (Prevention and Control of Pollution) Cess Act, 1977 read with Water (Prevention and Control of Pollution) Cess Rules, 1978
31. The Petroleum Act, 1934 read with Petroleum Rules, 1976
32. Bio-Medical Waste Management & Handling Rules, 1998
33. Indian Standard Code of Practice for Selection, Installation and Maintenance of Portable First Aid Fire Extinguishers;
34. Explosives Act, 1884 read with Rules framed thereunder;
35. State Lifts and Escalator Act and Rules framed thereunder;
36. The Electricity Act, 2003 read with Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulations, 2010;

37. Ozone Depleting Substance (Regulation and Control) Rules, 2000;

38. Public Liability Insurance Act, 1991 read with Public Liability Insurance Rules, 1991;

39. Atomic Energy Act, 1962 and Rules framed thereunder.

We have also examined compliance with the applicable clauses of the following:

- The Secretarial Standards formulated by the Institute of Company Secretaries of India and notified by the Central Government is not applicable during the year under review.
- The Listing Agreement entered into by the Company with Kolkata Stock Exchange, Bombay Stock Exchange and National Stock Exchange;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines mentioned above subject to the following observations:

- The Company, during the year under review, has entered into transactions with related parties as contemplated in Section 2(76) read with Section 188 of the Act on arm's length and in the ordinary course of business and these transactions were presented to the Audit Committees with majority of Independent Directors. The Company has also taken an opinion from M/s Amarchand & Mangaldas & Suresh A. Shroff & Co dated 01.08.2014 and M/s BMR Legal dated 16.09.2014 vide which it was opined by both the firms that transactions with related parties are considered to be at arm's length and in the ordinary course of business and therefore, Section 188 is not applicable to the Company.
- Pursuant to the provisions of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 read with Rules as amended upto date, we observed that the Company has constituted a Central Internal Complaints Committee at its office situated at Milestone 87, Village: Kotambi, Post: Jarod, Vadodara – Halol Highway, Taluka: Waghodia, Vadodara-391510, Gujarat, India. As per the Company, the Central Internal Complaints Committee has been given the responsibility to receive and address the complaints received, if any, at all locations where the Company is present. The Company has also taken certain steps to create awareness about familiarization to the said policy having been put in place. There was no instance of alleged sexual harassment reported during the year under review which, as per the information and explanation provided to us by the management.
- There have been various changes in the composition of the Board of Directors of the Company during the period under review. The Company, vide its letter dated 15.05.2015, stated that the Company shall intimate the change in the composition of the Board of Directors to Labour Commissioner of Vadodara and Kolkata and shall strictly ensure the compliance of the Factories Act.
- According to the information given to us, following are the details of show cause notice, demand, litigation, prosecution notices and penalty notices:

Sl. No.	Claimant	Defendant	Date of Litigation	Brief Description of Claim/Litigation	Amount Sought (INR)	Name of Statute
1	Alstom T&D India	Schneider Electric Infrastructure Limited	19.04.2014	Material claims defence to ensure business continuity for automation activity and defense of monetary damages claim	38,718,000	Specific Relief Act
2	Schneider Electric Infrastructure Limited	Supreme Infrastructure India Ltd.	16.05.2014	Cheque Bounce Recovery	9,780,562	Negotiable Instruments Act
3	Schneider Electric Infrastructure Limited	K.B. Contracts Pvt. Ltd.	05.09.2014	Cheque Bounce Recovery	6,925,396	Negotiable Instruments Act
4	Schneider Electric Infrastructure Limited	Dinesh Metalicks & Electricals Pvt. Ltd.	20.09.2014	Cheque Bounce Recovery	11,500,000	Negotiable Instruments Act
5	VSP Enterprises Pvt. Ltd.	Schneider Electric Infra Structure Limited & Anr.	22.10.2014	Material claims defense against claims receivables initiated by vendor	5,322,509	Civil Procedure Code

5. Schneider Electric SA (France) "SESA", the ultimate holding company of the Company listed in France, has launched "International Employees Shareholding Plan Schneider Electric Group" (Plan). Under this "Plan", all the employees of its subsidiaries (including Indian entities) may participate in the share offerings made by SESA. Employees of the Company participated in this Plan by signing a reservation plan.

With reference to Para 3.3 of the RBI/ 2004/ 39/ AP (DIR Series) Circular No. 64 dated 04.02.2004 under FEMA as amended upto 03.02.2015, an Annual Return is submitted by the Indian Company through the Authorized Dealer giving details of remittances/ beneficiaries/ etc as per Annexure II to the RBI/ 2005-06/ 353/ AP (DIR Series) Circular No. 30 dated 05.04.2006 under FEMA as amended upto date. The Company has not submitted this Annual Return to the RBI. The Company, vide its letter dated 15.05.2015, stated that the Company shall file desired Annual Return to the RBI and shall ensure the compliance thereof.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executives Directors, Independent Directors, and the Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that there was a delay in filing the Form DIR-12 regarding appointment of Mr. Manish Jaiswal as Whole Time Director.

Adequate notice along with detailed agenda were given to all Directors for the Board Meetings and a system exists for seeking and obtaining further information and clarification on agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes maintained by the Company for the Board/ Committee and Shareholders, we noticed that all the decisions were approved by the respective Board/ Committee and Shareholders without any dissent note.

We further report that the Company, during the year, is in the process of implementing online software named as "Compliance Tool" to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We also report that the compliances of other applicable laws, as listed in Para (vi) above, are based on the management certifications and further reporting to the Board through agenda papers.

For **Nesar & Associates**
Company Secretaries

Nesar Ahmad
Company Secretary
FCS: 3360; CP-1966

Place: New Delhi
Date: 15th May, 2015

Report on Corporate Governance

> 1. Company's Philosophy on Corporate Governance

Your Company is committed to high standards of corporate governance and believes in compliance with laws and regulations both in letter and spirit. The Company endeavours to set high standards for itself, which are higher than those stipulated by law. The Company is committed to provide in time, accurate and complete information as required, to all concerned including its stakeholders.

The Company's guiding principles are enshrined in the "Principles of Responsibility" document of Schneider Electric group which is also a tool in carrying out the Company's social responsibility in a more effective manner.

The Company is constantly interacting with all the stakeholders; its borders are expanding, its environment is changing ever faster, its activities are becoming globalised and its social responsibilities are growing.

Schneider Electric reaffirms its commitment to respect and comply with the laws of and regulations

in all the countries in which it works.

The challenge is to gain and maintain the highest confidence level of its customers and –in a wider sense- of its stakeholders. To support each employee in this approach, the Group emphasises the importance of placing responsibility at the heart of its corporate governance.

The Group, as a global specialist in energy management with operations in more than 100 countries, currently has around 1,70,000+ employees worldwide. Following the Group's various acquisitions, it has been able to integrate this exceptionally professional and cultural diversity to its advantage. Driven by Group values, the Responsibility and Ethics Dynamics program forms the basis of common references. Schneider Electric's mission, therefore, takes its meaning from engaging with individuals and organisations in order to help them get the most from their energy.

> 2. Board of Directors

A. Composition

The current strength of the Board is seven. The Chairman of the Board is an independent non-executive Director.

Of the total Seven Directors:

- Six Directors are non-executive Directors.
- Three Directors (one of them being the Chairman), are independent non-executive Directors.

As on 31 March, 2015 the Company had Eight

Directors on its Board. But Mr. Manish Arun Jaiswal resigned effective 18.04.2015.

The Company does not have any nominee Director.

The Company meets the requirement of SEBI's guidelines as per the amended Clause 49 of the Listing Agreement, between the Company and the relevant stock exchanges ("Listing Agreement"), in terms of the composition of its Board.

B. Attendance of Directors at the Board Meetings and at the last Annual General Meeting

Sl. No.	Names of Directors	Position	Classification	Number of Board Meetings attended (April 2014 – March 2015)	Attendance at the last AGM held on 25th September, 2014
1	Mr. Vinod Kumar Dhall	Chairman	Independent (Non-Executive)	4	Yes
2	Mr. Prakash Kumar Chandraker	Managing Director	Executive	4	Yes
3	Mr. Anil Chaudhry	Director	Non-Executive	3	Yes
4	Mr. Ranjan Pant	Director	Independent (Non-executive)	4	No
5	Ms. Rajani Kesari*	Director	Non-Executive	1	No
6	Mr. Vishar Subramanian Vasudevan	Director	Independent (Non-Executive)	4	Yes
7	Mr. Javed Ahmad**	Director	Non-Executive	0	Not Applicable
8	Mr. Manish Jaiswal***	Director	Executive	2	No
9	Mr. Sugata Sircar****	Director	Non-Executive	2	Not Applicable
10	Ms. Sonali Kaushik*****	Director	Non-Executive	1	Not Applicable

*Resigned from the Board effective 22.10.2014

**Resigned from the Board effective 22.05.2014

***Appointed as Whole Time Director effective 18.06.2014 and resigned effective 18.04.2015

****Appointed as Additional Director effective 02.11.2014

*****Appointed as Additional Director effective 07.11.2014

Brief write-ups about the Directors are given elsewhere in this report.

C. Number of other directorship and membership of committee(s) (Audit and Stakeholder Relationship Committee) of the Board of Directors in such companies are as under:

Sl. No.	Name of the Director	No. of other Directorships (Excluding Foreign Companies and Private Limited Companies)	No. of other Committees	
			As Chairman	As Member
1	Mr. Vinod Kumar Dhall	7	3	5
2	Mr. Prakash Kumar Chandraker	-	-	-
3	Mr. Anil Chaudhry	-	-	-
4	Mr. Ranjan Pant	2	-	-
5	Mr. Vishar Subramanian Vasudevan	1	-	-
6	Mr. Manish Jaiswal	-	-	-
7	Mr. Sugata Sircar	1	-	1
8	Ms. Sonali Kaushik	-	-	-

D. Number of Board Meetings held and the dates of Board Meetings

Number of Board Meetings held during the period from 01.04.2014 to 31.03.2015:

Four

E. Dates of the Board Meetings

- > May 22, 2014 > February 07, 2015
- > August 06, 2014
- > November 02, 2014

F. Meeting of Independent Directors

The Company's Independent Directors meet atleast once in every financial year without the presence of executive directors and management personnel. Accordingly, the Independent Directors met on November 02, 2014.

➤ 3. Disclosures regarding Directors' appointment and re-appointment

Appointment

Mr. Sugata Sircar and Ms. Sonali Kaushik were appointed as Additional Directors effective 02.11.2014 and 07.11.2014 respectively till the conclusion of the ensuing Annual General Meeting of the Company. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a member proposing candidature of both the directors. The Board of Directors recommends their appointment at the

ensuing Annual General Meeting.

In the Board Meeting held on 02.11.2014, Mr. Prakash Kumar Chandraker was re-appointed as Managing Director for a period of three years effective 16.12.2014 subject to the approval of Shareholders at the ensuing Annual General Meeting. The Board of Directors recommend his re-appointment.

Cessation

Mr. Javed Ahmad and Ms. Rajni Kesari, Directors of the Company resigned effective 22.05.2014 and 22.10.2014 respectively. Mr. Manish Arun Jaiswal has resigned from the directorship effective 18.04.2015.

The Board places on record its deep appreciation for the valuable contribution made by Mr. Javed Ahmad, Ms. Rajani Kesari and Mr. Manish Arun Jaiswal during their association with the Company.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Anil Chaudhry, Director retires by rotation and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Anil Chaudhry, the Board is of the opinion that his appointment will immensely benefit Your Company. The Board recommends his re-appointment.

Brief particulars of all Directors are as under:



Mr. Vinod Kumar Dhall

Mr. Vinod Kumar Dhall is an Independent and Non-Executive Director of the Company. He holds a Bachelors' degree in law from the University of Delhi and a Masters' degree in mathematics from the University of Allahabad.

He entered the Indian Administrative Service in 1966 and was the Secretary- Ministry of Corporate Affairs, Government of India before his retirement. He was also the first Head of the Competition Commission of India until 2008.

He has held various other positions with the Government of India and Government of Madhya Pradesh.

He has also been an ex-officio member on the board of SEBI, Life Insurance Corporation and General Insurance Corporation and has worked with the United Nations Industrial Development Organization.

He presently has a leading and much rewarded legal practice specializing in competition law. His law firm advises and represents leading Indian and multinational companies in M&As, antitrust and compliance matters.

He is active in corporate governance issues. He also sits as an Independent Director on the Boards of various listed and other companies.

Mr. Dhall does not hold any shares in the Company.



Mr. Ranjan Pant

Mr. Ranjan Pant is a global strategy management consultant and change management leader who advises Chief Executive Officers.

Mr. Pant is an independent director on the Boards of several companies.

Mr. Pant was a Partner at Bain & Co. strategy consulting where he led the worldwide Utility Practice. He was also a Director-Corporate Business Development at General Electric headquarters.

He received an MBA from The Wharton School, University of Pennsylvania and a Bachelor in Engineering from the Birla Institute of Technology and Science, Pilani.

He is a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. Pant does not hold any shares in the Company.



Mr. Vishar Subramanian Vasudevan

Mr. Vishar Subramanian Vasudevan held the position of CFO at Dr. Reddy's Laboratories Limited, responsible for Finance and Investor Relations for a period of 23 years. During this period Dr. Reddy's transformed itself from a start up to a US \$ 1 Bn company and was listed in NYSE.

Mr. Vasudevan also held the position of Head of European Operations for a period of 3½ years based in London and during this tenure was responsible for developing the European market for Dr. Reddy's through a series of organic and inorganic moves. As a member of Management Council at Dr. Reddy's, CFO and being on Board of companies in Europe and India, was a key member for developing the strategy and driving execution for Dr. Reddy's growth.

He enabled the company to establish very progressive Corporate Governance policies and practices including ahead of time compliance with Sarbanes Oxley Act and Clause 49 requirements, brought board practices to a world class level in terms of information sharing, analysis of competitor information, detailed analysis and benchmarking of Company information to facilitate decision making. He was a key participant in transforming the company from a regional API manufacturer to a global corporation and key player in formulating strategy and corporate policies.

He contributed to molding the Company, post economic liberalization from 1991 onwards (and for Export sector from 1986 onwards)

He was instrumental in putting together innovative financial structures for the company's R&D activities and Product Development activities – also a case study in Harvard Business School and complimented by Dr. Anji Reddy as 'Innovations need not happen in labs alone, they can also happen in finance'.

He is also on the Board of Schneider Electric President Systems Ltd. and also on the Board of a European Company. Currently he is also doing Equity research and portfolio management with a team of young Management Graduates.

Mr. Vasudevan was nominated as one of the finalists for CNBC for the Best Indian CFO in 2007.

He was also awarded Chairman's Excellence Award at Dr. Reddys.

He is a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. Vasudevan does not hold any shares in the Company.



Mr. Prakash Kumar Chandraker

Mr. Prakash Kumar Chandraker is the Managing Director & Vice President for Energy Business at Schneider Electric Infrastructure Limited. He is an Electrical Engineering graduate and has pursued his Professional trainings in Business Leadership from IIM Bangalore and Management Leadership from Management Centre Europe (MCE).

He has more than 27 years of versatile experience in the Power Industry where he has held different leadership positions in domains of Business Development, Marketing, Sales and Operations in companies like Cegelec India, Alstom T&D, and Areva T&D. During his tenure as Head Automation business, Areva T&D, he has spearheaded the implementation of unified Load Despatch Centres and Energy Management Schemes for Power Grid Corporation of India Limited (PGCIL) and various utilities in India. He was also awarded for Excellence in Operations during this period.

As a member of CII National Committee, IEEMA, Prakash has presented various technical and Strategic papers for Smartcity, Smartgrid, Self healing grid and Energy management. For his thought leadership and expertise in these fields he has represented Schneider Electric numerous times on media and various other forums.

He is a member of the Share Transfer and Shareholders/Investors Grievance Committee of the Company.

Mr. Chandraker does not hold any shares in the Company.



Mr. Anil Chaudhry

Anil Chaudhry is the Managing Director and Country President of Schneider Electric India Private Limited. Before assuming his current responsibility in March 2013, he was the Senior Vice President, Global Sales Organisation of Infrastructure BU and a member of Leadership Team based in Paris. He joined Schneider Electric SAS in June 2010 after acquisition of distribution business of ex-AREVA T&D, where he was member of Executive Management Committee.

As Executive Vice President for International Sales Organisation, he was responsible for implementing sales growth and channel management strategy during challenging economic period. Anil moved to Paris in June 07 as Vice President Sales, Automation BU. He held additional responsibility of Executive Vice President for Automation business from January 08 till June 08 when he re-structured the business and developed 4 Year Strategic Plan (4YP) to accelerate the growth.

Before moving to France, he was Regional Vice President Automation Business in India. He was responsible for developing the team and implementation of strategy to win large projects and customer confidence. As part of his operational responsibility in India, he was instrumental in developing Engineering Back Office and R&D Centre to support worldwide operations in addition to P&L management.

Anil has held various positions in general management, operations, sales, business development, project management, design and engineering in France and India throughout his career mainly in the energy sector.

He has published and presented number of "Technical & Concept Papers" for application of Automation & Information Technologies for Energy Efficiency and Management in Electricity Generation, Transmission and Distribution at various "National & International Seminars".

He is a Member of the Nomination and Remuneration Committee of the Company.

Mr. Chaudhry does not hold any shares in the Company.



Mr. Sugata Sircar

Mr. Sugata Sircar is a Chartered Accountant with 25 years of experience. He has worked in various sectors including tyre manufacturing, food products, chemicals, natural gas and electrical products and solutions. He has worked as CFO and Finance Director of companies as well as Managing Director of a public company before joining Schneider India in August 2014 as CFO and Country Finance Partner for Greater India Zone (India, Sri Lanka and Bangladesh). He has earlier worked with BG Group of UK (British Gas), Cabot Corp of US, Madura Coats, Britannia and Dunlop.

His areas of focus and interest are in strategy and performance management, operational and financial efficiencies, investment appraisals, process optimization and controls, leadership and people development.

He has been active in professional forums of CII and in other CFO and CEO Forums.

Mr. Sircar does not hold any shares in the Company.



Ms. Sonali Kaushik

Ms. Sonali Kaushik is a global business leader with 25 years of business management, marketing and sales experience in the global market with Fortune 500 MNCs in hi-tech industry. A strong leader in developing and driving growth strategies and plans to maximize market access and market share growth. Proven track record in leading large organizations to consistently drive revenue and profit growth with strong work ethics. A pioneer and change agent in breaking ground and turning around businesses. A culturally astute leader with a strong passion for Disciplined Sales Process, Organization Design, Talent Acquisition & Leadership Development.

Ms. Sonali Kaushik does not hold any shares in the Company.

> 4. Non-executive Directors - Compensation and Disclosures

Sitting fees are paid to the independent Directors for attending the meetings.

The details of the sitting fees paid to the Independent Directors during 2014-15 are as under:

- Mr. Vinod Kumar Dhall: INR 10,20,000
- Mr. Ranjan Pant: INR 9,40,000
- Mr. Vishar Subramanian Vasudevan: INR 8,80,000

Non-executive Non-independent Directors are not paid any compensation.

> 5. Code of Conduct and Ethics for Directors and Senior Executives

In line with the amended Clause 49 of the Listing Agreement, the Company had adopted a Code of Conduct and Ethics for its Directors and Senior Executives.

The purpose of this Code is to promote conduct of business ethically in an efficient and transparent manner and to meet its obligations to shareholders and all other stakeholders in full compliance with the Principles of Responsibility which applies within all companies forming part of the Schneider Group.

The Code is available on the Company's website.

A declaration by the Managing Director that all Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2015 is annexed as **Annexure - A**

> 6. CEO/CFO Certification

In terms of Clause 49 of the Listing Agreement, the Board of Directors have reviewed the certificate submitted by the Managing Director and Chief Financial Officer of the Company certifying various covenants about financial/ cash flow statements, internal controls, financial reporting, etc. The certificate is annexed as **Annexure - B**

> 7. Audit Committee

The composition of the Audit Committee is as under:

Name of Director	Designation on the Committee
Mr. Vinod Kumar Dhall	Chairman
Mr. Ranjan Pant	Member
Ms. Rajani Kesari*	Member
Mr. Vishar Subramanian Vasudevan	Member
Mr. Sugata Sircar**	Member

* Resigned effective 22.10.2014

** Appointed effective 02.11.2014

The above composition duly meets the requirement under amended Clause 49 of the Listing Agreement.

Mr. Prakash Kumar Chandraker, Managing Director, is a permanent invitee to all Audit Committee meetings. The Internal Auditor, representatives of the Statutory Auditors and other executives are invitees to the meetings of the Audit Committee.

Effective 15.05.2015, Mr. Anil Rustgi, Company Secretary is the Secretary to the Audit Committee.

The terms of reference and powers of the Audit Committee include overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issues and issues related to risk management and compliances.

The Audit Committee acts as a link between the management, external and internal Auditors and the Board of Directors.

The Audit Committee met 6 times during the year and the attendance of the Audit Committee Members at the said meetings are as under:

Sl. No.	Name of Director	Number of Meetings Attended
1	Mr. Vinod Kumar Dhall	6
2	Mr. Ranjan Pant	6
3	Ms. Rajani Kesari	1
4	Mr. Vishar Subramanian Vasudevan	6
5	Mr. Sugata Sircar	2

> 8. Nomination and Remuneration Committee

At the Board Meeting held on 22.05.2014, nomenclature of the Committee has been changed from Remuneration Committee to Nomination and Remuneration Committee.

Nomination and Remuneration Committee of the Company comprises Mr. Vinod Kumar Dhall, Mr. Ranjan Pant, Mr. Vishar Subramanian Vasudevan and Mr. Anil Chaudhry, Directors.

The Nomination and Remuneration Committee met two times during the year and the attendance of the Committee Members at the said meeting are as under:

Sl.No	Names	Number of Meetings	Attended
1	Mr. Vinod Kumar Dhall	2	2
2	Mr. Vishar Subramanian Vasudevan	2	2
3	Mr. Anil Chaudhry	2	2
4	Mr. Ranjan Pant	2	2

Effective 15.05.2015, Mr. Anil Rustgi, Company Secretary is the Secretary to the Nomination and Remuneration Committee.

> 9. Remuneration to Directors

No remuneration (other than sitting fees paid to the Independent Directors, the details of which are given elsewhere in the report) is paid to Non-Executive Directors.

Remuneration paid to the Executive Directors during the period from 01.04.2014 to 31.03.2015 are as under:

Sl.No	Name of the Director	Salary (INR)	Perquisites and allowances, including retrials (INR)	Commission paid (INR)	Total (INR)
1	Prakash Chandraker, Managing Director	4,954,488	4,154,485	0	9,108,973
2	Manish Jaiswal, Whole Time Director (June 18, 2014 to March 31, 2015)	3,231,653	3,093,019	0	6,324,672

> 10. Stakeholders Relationship Committee

At the Board Meeting held on 22.05.2014, the nomenclature of the Committee has been changed from Share Transfer and Shareholders/Investors Grievance Committee to Stakeholders Relationship Committee.

In line with the Listing Agreement, the Committee is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and attending to the grievances of the shareholders.

The present composition of the Committee is as under:

Name of the Director	Designation on the Committee
Mr. Vishar Subramanian Vasudevan	Member
Mr. Prakash Kumar Chandraker	Member
Mr. Ranjan Pant	Member

Effective 15.05.2015, Mr. Anil Rustgi, Company Secretary is the Secretary to the Stakeholders Relationship Committee.

> 11. Risk Management Committee

To meet with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Board constituted the Risk Management Committee. The roles and responsibilities of the Risk Management Committee are as prescribed under Clause 49 of the Listing Agreement, as amended from time to time, and includes monitoring and review of risk management plan and reporting the same to the Board of Directors as it may deem fit.

The present composition of the Committee is as under:

Name of the Director	Designation on the Committee
Mr. Ranjan Pant	Member
Mr. Vishar Subramanian Vasudevan	Member
Mr. Prakash Kumar Chandraker	Member

Effective 15.05.2015, Mr. Anil Rustgi, Company Secretary is the Secretary to the Risk Management Committee.

> 12. Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility Committee to discharge the duties stipulated under Section 135 of the Companies Act, 2013 which includes formulation and recommendation to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013; recommendation of the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company.

The present composition of the Committee is as under:

Name of the Director	Designation on the Committee
Mr. Vishar Subramanian Vasudevan	Member
Mr. Ranjan Pant	Member
Mr. Prakash Kumar Chandraker	Member

Effective 15.05.2015, Mr. Anil Rustgi, Company Secretary is the Secretary to the Corporate Social Responsibility Committee.

> 13. General Body Meetings

The details of the General Body Meetings held/ Postal Ballot conducted during last three years are given below:

Sl. No.	General Body Meetings	Date and Time	Venue
1	Annual General Meeting	31st July, 2012 09.00 AM	Gateway Hotels, Akota Garden, Akota Vadodara-390 020, Gujarat
2	Annual General Meeting	01st August 2013 11:30 AM	Gateway Hotels, Akota Garden, Akota Vadodara-390 020, Gujarat
3	Postal Ballot	17th February, 2014	-
4	Annual General Meeting	25th September, 2014 11:30 AM	Gateway Hotels, Akota Garden, Akota Vadodara-390 020, Gujarat
5	Postal Ballot	27th December, 2014	-

Notes:

- Special resolutions as set out in the Notices to the past three Annual General Meetings were passed with requisite majority in each case.
- The process of Postal Ballot was conducted by Mr. Nesar Ahmad, a practicing Company Secretary, under the provisions of Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014
 - Resolution by Postal Ballot was approved on 17.02.2014 by 83.48%.
 - Resolution by Postal Ballot was approved on 27.12.2014 by 99.89%.

> 14. Disclosures

- (i) There were no materially significant related party transactions during the year having conflict with the interests of the Company.
- (ii) The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the period under review. The Company has not made any rights or public issue during the period covered by this report.
- (iii) The Company has adopted the Vigil Mechanism as required by the listing agreement.
- (iv) It is confirmed that the mandatory requirements are complied with and the non mandatory provisions are adopted, wherever necessary.

> 15. Means of Communication

Half-yearly report sent to each household of shareholders	:	No, but published in specified newspapers.
Quarterly Results which newspapers normally published in	:	Mint (English) and Gujrat Samachar (Gujarati).
Any website, where displayed	:	www.schneider-infra.in
Whether it also displays official news releases and presentations made to institutional investors or to the analysts	:	Yes.
Whether Management Discussions and Analysis is a part of Annual Report or not	:	Yes, annexed to the Directors' Report.

> 16. Unclaimed Dividend

Unclaimed dividends lying in the Company's unclaimed dividend account are payable to the shareholders subject to verification of their claim.

> 17. Subsidiary company

The company does not have any subsidiary company.

> 18. General Shareholder Information

A. Fifth Annual General Meeting:

Day	: Tuesday
Date	: 11.08.2015
Time	: 11:00 A.M
Venue	: The Gateway Hotel, Akota Garden, Akota Vadodara-390020

B. Financial Calendar

: April to March

The tentative dates for approval of unaudited/ audited results for financial year 2015-16 are as under:

• Quarter ending June 30, 2015	: 2nd Week of August, 2015
• Quarter ending September 30, 2015	: 2nd Week of November, 2015
• Quarter ending December 31, 2015	: 2nd Week of February, 2016
• Quarter ending March 31, 2016	: Last Week of May, 2016

C. Dates of Book Closure

: From August 05th, 2015 to August 11th, 2015
(both days inclusive)

D. Dividend Payment Date

: Not Applicable

E. Listing on Stock Exchanges

: National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Bombay Stock Exchange Ltd.
Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai-400 023
The Calcutta Stock Exchange Ltd.
7 Lyons Range, Kolkata-700 001

The Company has paid the Listing Fees for the year 2015-16 to the three Stock Exchanges.

F. Stock Code

National Stock Exchange of India Ltd. :	Symbol : SCHNEIDER
Bombay Stock Exchange Ltd. :	534139 for physical and demat scrips
Calcutta Stock Exchange Ltd. :	10030003
ISIN Number for NSDL and CDSL :	INE 839M01018

G. Market Price Data

(i) As quoted in the Stock Exchange, Mumbai and Reference of Schneider Electric Infrastructure Ltd in comparison with BSE SENSEX:

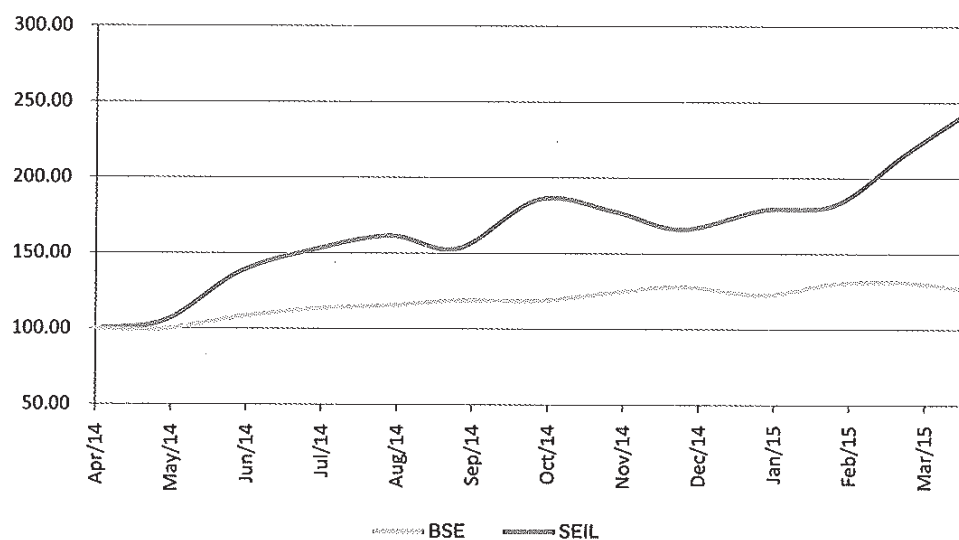
	Schneider Electric Infrastructure Ltd. Share prices on BSE		BSE SENSEX	
	High (INR)	Low (INR)	High (INR)	Low (INR)
April 2014	100.00	83.15	22,939.31	22,197.51
May 2014	128.00	90	25,375.63	22,277.04
June 2014	134.00	116.1	25,725.12	24,270.20
July 2014	150.90	125.65	26,300.17	24,892.00
August 2014	141.00	117	26,674.38	25,232.82
September 2014	177.35	128.3	27,354.99	26,220.49
October 2014	161.20	142.05	27,894.32	25,910.77
November 2014	160.00	143.5	28,822.37	27,739.56
December 2014	169.25	136.05	28,809.64	26,469.42
January 2015	170.00	143	29,844.16	26,776.12
February 2015	201.70	146.4	29,560.32	28,044.49
March 2015	220.75	179.65	30,024.74	27,248.45

(ii) As quoted in the National Stock Exchange and Reference of Schneider Electric Infrastructure Limited in comparison with S&P CNX Nifty:

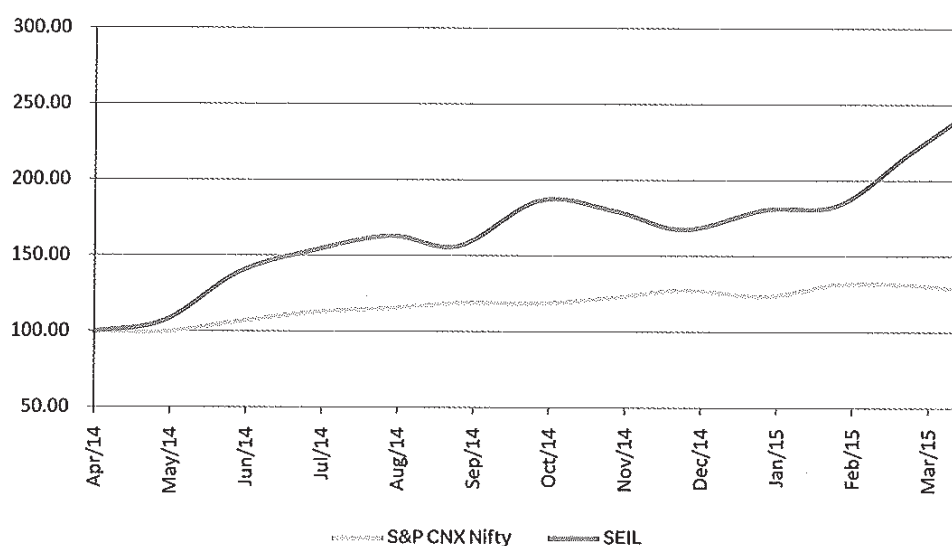
	Schneider Electric Infrastructure Ltd. Share prices on NSE		S&P CNX Nifty	
	High (INR)	Low (INR)	High (INR)	Low (INR)
April 2014	99.80	83.00	6,869.85	6,650.40
May 2014	128.00	90.00	7,563.50	6,638.55
June 2014	133.00	117.25	7,700.05	7,239.50
July 2014	149.90	125.35	7,840.95	7,422.15
August 2014	140.70	119.00	7,968.25	7,540.10
September 2014	177.50	128.55	8,180.20	7,841.80
October 2014	162.00	142.10	8,330.75	7,723.85
November 2014	159.80	140.10	8,617.00	8,290.25
December 2014	169.70	139.00	8,626.95	7,961.35
January 2015	170.70	143.55	8,996.60	8,065.45
February 2015	201.30	146.65	8,941.10	8,470.50
March 2015	220.45	180.00	9,119.20	8,269.15

(iii) The shares of the Company were not traded on The Calcutta Stock Exchange Limited and therefore no market price is available.

H. Stock Performance of Schneider Electric Infrastructure Ltd. (SEIL) Vs. BSE Sensex



I. Stock Performance of Schneider Electric Infrastructure Ltd. (SEIL) Vs. S&P CNX Nifty



J. Shareholding pattern as on March 31, 2015

Sl. No.	Category	No. of Equity Shares held	Percentage %
1	Indian Promoter (Body Corporate) - Energy Grid Automation Transformers and Switchgears India Private Limited	168735367	70.57
	Foreign Promoter (Body Corporate) - Schneider Electric Singapore Pte Ltd.	10592659	4.43
2	Insurance Companies	8280941	3.46
3	Financial Institutions And Banks	51879	0.02
4	Uti And Other Mutual Funds	14817892	6.2
5	Foreign Institutional Investors	331156	0.14
6	Corporate Bodies	11332418	4.74
7	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	587560	0.25
8	Directors And Their Relatives	--	--
9	General Public	22509687	9.41
10	Others - Clearing Member	1858326	0.78
	Others - Trust	5545	0
	Others - State Government	605	0
Total		239104035	100

K. Distribution of Holdings as on March 31, 2015

Category	No. of Shareholders	Percentage %	No. of Shares	Percentage %
1 - 500	36835	83.91	4898777	2.05
501 - 1000	3156	7.19	2484222	1.04
1001 - 2000	1817	4.14	2748825	1.15
2001 - 3000	736	1.68	1894800	0.79
3001 - 4000	382	0.87	1385865	0.58
4001 - 5000	257	0.59	1207471	0.51
5001 - 10000	431	0.98	3115638	1.30
10001 - 50000	233	0.53	4197009	1.76
50001 - 100000	13	0.03	1039110	0.43
100001 - and above	36	0.08	216132318	90.39
	43896	100.00	239104035	100.00

L. Registrars and Share Transfer Agents**: CB Management Services (P) Limited**

P-22, Bondel Road, Kolkata-700 019

Telephone: + 91 33 40116700 (100 Lines) /
22806692/22870263/22823643

Fax: +91 33 40116739, E-mail: rta@cbmsl.com

M. Share Transfer System

A Committee of Directors - Stakeholders Relationship Committee has been constituted to approve the transfers and transmissions of shares, issue of duplicate share certificates and allied matters. In addition to the above, to expedite the share transfer process, Company Secretary and the Registrars and Share Transfer Agents, CB Management Services (P) Limited have been severally authorised to approve share transfers and transmissions,

which are given effect to atleast every fortnight.

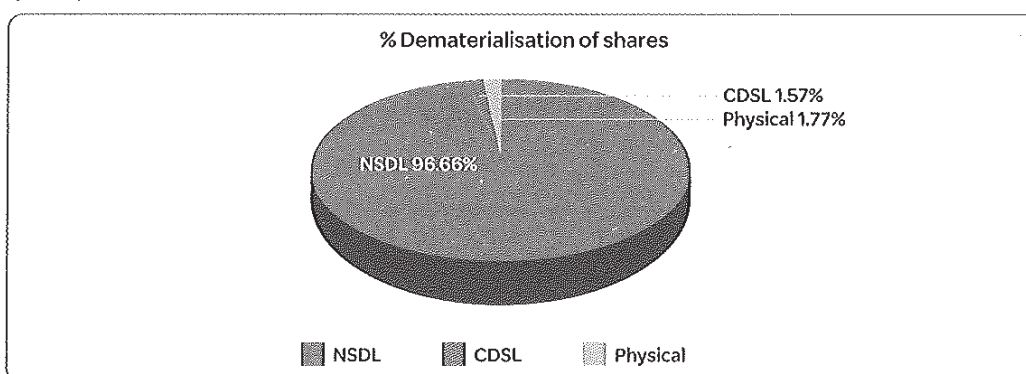
The Company's Registrars, CB Management Services (P) Limited have adequate infrastructure to serve the shareholders and process the share transfers. In compliance with the Listing Agreement, every six months the share processing system is audited by a practising Company Secretary and a Certificate to that effect is issued. The Company's scrip forms part of the SEBI's compulsory demat segment.

N. Dematerialisation of shares and liquidity

The Company's scrip forms part of the compulsory demat segment for all investors effective 20.03.2012. To facilitate the investors in having easy access to the Demat System, the Company has signed up with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The connectivity has been established through the Company's Registrars, CB Management Services (P) Limited.

As at 31.03.2015 a total of 234861317 Equity Shares of the Company, constituting 98.23 % of the paid-up share capital stand dematerialized.



O. Reconciliation of Share Capital

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the share capital reconciliation audit to reconcile the total admitted Capital with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued and Listed Capital. The Audit is carried out every

quarter in the office of the Registrars and Share Transfer Agents and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report, inter alia, confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in the physical mode.

P. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

Not Applicable

Q. Plant locations

Currently, the Company has four manufacturing locations, two at Vadodara and one each at Chennai and Kolkata.

The full addresses, telephone/fax numbers, etc. are given elsewhere in this Report.

R. Training of Board Members

The Company has conducted the training programme on the Companies Act, 2013 to the Board of Directors.

S. Address for correspondence / investor complaints

Registered Office:

Milestone 87
Vadodara-Halol Highway
Village Kotambi, P.O. Jarod
Vadodara 391 510, Gujarat

Contact Person:

Mr. Anil Rustgi
Company Secretary
Tel. No. 91 120 3940400
Fax No. 91 120 3898700
Email: company.secretary@schneider-electric.com

For and on behalf of the Board of Directors

Place: New Delhi
Date: 15th May, 2015

Vinod Kumar Dhall
Chairman

Annexure - A

Declaration by the Managing Director under Clause 49 of the Listing Agreement

To

The Members of Schneider Electric Infrastructure Limited

This is to declare that to the best of my knowledge and belief all the Members of the Board and Senior Management personnel of the Company have affirmed their respective Compliance with the Company's Code of Conduct for the year ended March 31, 2015.

Place: New Delhi
Date: 15th May, 2015

Prakash Kumar Chandraker
Managing Director

CEO/CFO Certificate Under Clause 49 (IX)

To,
**The Board of Directors,
Schneider Electric Infrastructure Limited**

1. The financial statements and the cash flow statement of Schneider Electric Infrastructure Limited for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Regular reports on Internal Audit/controls are presented to the Audit Committee and have not come across any other reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the year.
 - ii. significant changes in accounting policies, if any, have been discussed in notes to the financial statements.
 - iii. that there are no instances of significant fraud of which we have become aware.

Anurag Mantri
Chief Financial Officer

Prakash Kumar Chandraker
Managing Director

Place: New Delhi
Date: 15th May, 2015

Declaration by the Managing Director under CI Agreement

To

The Members of Schneider Electric Infrastructure Limited

This is to declare that to the best of my knowledge and belief all the Management personnel of the Company have affirmed their respective Code of Conduct for the year ended March 31, 2015.

Place: New Delhi

Date: 15th May, 2015

CEO/CFO Certificate Under Clause 49 (IX)

To,
The Board of Directors,
Schneider Electric Infrastructure Limited

1. The financial statements and the cash flow statement of Schneider Electric Infrastructure Limited for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Regular reports on Internal Audit/controls are presented to the Audit Committee and have not come across any other reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the year.
 - ii. significant changes in accounting policies, if any, have been discussed in notes to the financial statements.
 - iii. that there are no instances of significant fraud of which we have become aware.

Anurag Mantri
Chief Financial Officer

Prakash Kumar Chandraker
Managing Director

Place: New Delhi
Date: 15th May, 2015

Auditors' Certificate

To,
The Members of Schneider Electric Infrastructure Limited

We have examined the compliance of conditions of corporate governance by Schneider Electric Infrastructure Limited (SEIL), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.R. BATLIBOI & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 301003E

per **Manoj Kumar Gupta**
Partner
Membership No.: 83906

Place: New Delhi
Date: 15th May, 2015

Extract of Annual Return
as on the financial year ended on 31st March, 2015
of
Schneider Electric Infrastructure Limited
[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. Registration and other details:

- i. **CIN:** L31900GJ2011PLC064420
- ii. **Registration Date:** 12.03.2011
- iii. **Name of the Company:** Schneider Electric Infrastructure Limited
- iv. **Category / Sub-Category of the Company:** Public Listed Company
- v. **Address of the Registered Office and contact details:** Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post office Jarod, Vadodara, Gujarat 391510, Tel. +91 120-3940400
- vi. **Whether listed company:** Yes
- vii. **Name, Address and contact details of Registrar & Transfer Agents (RTA), if any:** C.B. Management Services (P) Ltd. P-22, Bondel Road, Kolkata-700019, Tel. +91 33-40116700/2280, Email: rta@cdmsl.com, Contact Person: Mr. Shankar Ghosh

II. Principal business activities of the company

The Company is engaged in the business relating to product and systems for electricity distribution.

III. Particulars of holding, subsidiary and associate companies

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Energy Grid Automation Transformers and Switchgears India Private Limited	U65921HR2010PTC041756	Holding	70.57	2 (46)

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-wise Share Holding**

Category of Shareholder	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoter									
1 Indian									
a. Individuals/HUF	0	0	0	0	0	0	0	0	0
b. Central Government	0	0	0	0	0	0	0	0	0
c. State Government (s)	0	0	0	0	0	0	0	0	0
d. Bodies Corporate	168735367	0	168735367	70.57	168735367	0	168735367	70.57	0.00
e. Bank/Financial Institutions	0	0	0	0	0	0	0	0	0
f. Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub Total (A)(1)	168735367	0	168735367	70.57	168735367	0	168735367	70.57	0.00

Category of Shareholder	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2 Foreign									
a. NRIs-Individuals	0	0	0	0	0	0	0	0	0
b. Other-Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	10592659	0	10592659	4.43	10592659	0	10592659	4.43	0.00
d. Bank/Financial Institutions	0	0	0	0	0	0	0	0	0
e. Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub Total (A)(2)	10592659	0	10592659	4.43	10592659	0	10592659	4.43	0.00
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	179328026	0	179328026	75.00	179328026	0	179328026	75.00	0.00
B Public shareholding									
1 Institutions									
a. Mutual Funds	13501012	3500	13504512	5.65	14808392	3500	14811892	6.19	0.55
b. Bank/Financial Institutions	2320	8015	10335	0.00	43864	8015	51879	0.02	0.02
c. Central Govt	0	0	0	0	0	0	0	0	0
d. State Govt (s)	0	605	605	0.00	0	605	605	0.00	0.00
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	8285359	0	8285359	3.47	8280941	0	8280941	3.46	0.00
g. Foreign Institutional Investors (FII)	463863	4450	468313	0.20	326706	4450	331156	0.14	-0.06
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (specify)	6000	0	6000	0.00	6000	0	6000	0.00	0.00
Sub-Total (B)(1)	22258554	16570	22275124	9.32	23465903	16570	23482473	9.82	0.50
B2 Non-institutions									
a. Bodies Corporate									
i. Indian	11218169	86125	11304294	4.73	11252293	80125	11332418	4.74	0.01
ii. Overseas	0	0	0	0	0	0	0	0	0
b. Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	16628000	4344499	20972499	8.77	15166449	4056798	19223247	8.04	-0.73
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	3181812	0	3181812	1.33	3286440	0	3286440	1.37	0.04
c. Others (specify)									
i. NRI	476054	91220	567274	0.24	494085	88820	582905	0.24	0.01
ii. Foreign National	0	405	405	0.00	4250	405	4655	0.00	0.00
iii. Trust	4415	0	4415	0.00	5545	0	5545	0.00	0.00
iv. Clearing Member	1470186	0	1470186	0.61	1858326	0	1858326	0.78	0.16
Sub-Total (B)(2)	32978636	4522249	37500885	15.68	32067388	4226148	36293536	15.18	-0.50
Total Public Shareholding (B) = (B)(1)+(B)(2)	55237190	4538819	59776009	25.00	55533291	4242718	59776009	25.00	0.00
Total (A)+(B)	234565216	4538819	239104035	100.00	234861317	4242718	239104035	100.00	0.00
Shares held by Custodians for GDRs	0	0	0	0	0	0	0	0	0
c & ADRs Sub-Total (C)									
Grand Total (A)+(B)+(C)	234565216	4538819	239104035	100.00	234861317	4242718	239104035	100.00	0.00

ii. Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			
		No. of Shares	% of total shares of Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of Company	% of shares Pledged/encumbered to total shares	% change in shareholding during the year
1	Energy Grid Automation Transformers and Switchgears India Private Limited	168735367	70.57	NIL	168735367	70.57	NIL	NIL
2	Schneider Electric Singapore PTE Ltd.	10592659	4.43	NIL	10592659	4.43	NIL	NIL
	Total	179328026	75.00	NIL	179328026	75.00	NIL	NIL

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Folio No.	Name	Remarks	Shareholding/Transaction Date	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
					No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	IN30014210717156	Energy Grid Automation Transformers and Switchgears India Private Limited	At the beginning of the year	4/1/2014	168735367	70.57	168735367	70.57
			At the end of the year	3/31/2015			168735367	70.57
2	IN30263810065687	Schneider Electric Singapore PTE Ltd.	At the beginning of the year	4/1/2014	10592659	4.43	10592659	4.43
			At the end of the year	3/31/2015			10592659	4.43

Note: There is no change in Promoters' shareholding

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Folio No.	Name - For each of the Top 10 Shareholders	Remarks	Shareholding/ Transaction Date	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
					No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	IN30016710015686	Reliance Capital Trustee Co. Ltd. - A/C Reliance Tax Saver (ELSS) Fund	At the beginning of the year	4/1/2014	7560000	3.16	7560000	3.16
			Increase	4/4/2014	90000	0.04	7650000	3.20
			Decrease	5/2/2014	783060	0.33	6866940	2.87
			Decrease	5/9/2014	566940	0.24	6300000	2.63
			Increase	8/1/2014	45000	0.02	6345000	2.65
			Increase	8/15/2014	106332	0.04	6451332	2.70
			Increase	8/22/2014	22500	0.01	6473832	2.71
			Increase	8/29/2014	6168	0.00	6480000	2.71
			Increase	9/18/2014	64271	0.03	6544271	2.74
			Increase	9/30/2014	187842	0.08	6732113	2.82
			Increase	10/17/2014	62887	0.03	6795000	2.84
			Increase	10/24/2014	18000	0.01	6813000	2.85
			Increase	10/31/2014	27000	0.01	6840000	2.86
			Increase	11/7/2014	45000	0.02	6885000	2.88
			Increase	11/21/2014	29500	0.01	6914500	2.89
			Increase	12/12/2014	38785	0.02	6953285	2.91
			Decrease	12/19/2014	5745	0.00	6947540	2.91
			Decrease	12/31/2014	504539	0.21	6443001	2.69
			Decrease	1/2/2015	5600	0.00	6437401	2.69
			Decrease	1/9/2015	85612	0.04	6351789	2.66
			Decrease	1/16/2015	21479	0.01	6330310	2.65
			Decrease	1/30/2015	30310	0.01	6300000	2.63
			Increase	2/13/2015	64695	0.03	6364695	2.66
			Decrease	2/20/2015	143042	0.06	6221653	2.60
			Decrease	2/27/2015	154057	0.06	6067596	2.54
			Increase	3/6/2015	33366	0.01	6100962	2.55
			Increase	3/20/2015	53900	0.02	6154862	2.57
			Increase	3/27/2015	145138	0.06	6300000	2.63
			Increase	3/31/2015	72000	0.03	6372000	2.66
			At the end of the year	3/31/2015			6372000	2.66
2	IN30005410043954	M/S Napean Trading and Investment Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	3911871	1.64	3911871	1.64
			Decrease	2/6/2015	1800000	0.75	2111871	0.88
			At the end of the year	3/31/2015			2111871	0.88

3	IN30081210001728	The New India Assurance Company Limited	At the beginning of the year	4/1/2014	3891760	1.63	3891760	1.63
			At the end of the year	3/31/2015			3891760	1.63
4	IN30016710014415	Reliance Capital Trustee Co. Ltd. A/C Reliance equity Opportunities Fund	At the beginning of the year	4/1/2014	3817891	1.60	3817891	1.60
			Increase	4/18/2014	13000	0.01	3830891	1.60
			Increase	4/25/2014	64061	0.03	3894952	1.63
			Increase	5/2/2014	77900	0.03	3972852	1.66
			Increase	5/16/2014	33758	0.01	4006610	1.68
			Increase	5/23/2014	293837	0.12	4300447	1.80
			Increase	5/30/2014	60000	0.03	4360447	1.82
			Increase	6/6/2014	42700	0.02	4403147	1.84
			Increase	6/20/2014	90000	0.04	4493147	1.88
			Decrease	7/4/2014	6028	0.00	4487119	1.88
			Increase	7/11/2014	69500	0.03	4556619	1.91
			Increase	7/18/2014	96285	0.04	4652904	1.95
			Increase	7/25/2014	9300	0.00	4662204	1.95
			Increase	8/1/2014	50000	0.02	4712204	1.97
			Increase	8/8/2014	55600	0.02	4767804	1.99
			Increase	8/29/2014	19500	0.01	4787304	2.00
			Increase	9/5/2014	134300	0.06	4921604	2.06
			At the end of the year	3/31/2015			4921604	2.06
5	IN30005410043962	M/S Regal Investment and Trading Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	3113767	1.30	3113767	1.30
			Decrease	12/12/2014	1000000	0.42	2113767	0.88
			Decrease	1/9/2015	1000000	0.42	1113767	0.47
			Decrease	3/6/2015	1113767	0.47	0	0.00
			At the end of the year	3/31/2015			0	0.00
6	IN30081210000029	General Insurance Corporation of India	At the beginning of the year	4/1/2014	2400395	1.00	2400395	1.00
			Decrease	3/20/2015	53417	0.02	2346978	0.98
			Decrease	3/27/2015	45978	0.02	2301000	0.96
			At the end of the year	3/31/2015			2301000	0.96
7	IN30005410043920	M/S Vidya Investment and Trading Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	2184583	0.91	2184583	0.91
			Decrease	1/16/2015	194283	0.08	1990300	0.83
			Decrease	3/13/2015	1000000	0.42	990300	0.41
			Decrease	3/13/2015	990300	0.41	0	0.00
			At the end of the year	3/31/2015			0	0.00

8	IN30047640314385	Akash Bhansali	At the beginning of the year	4/1/2014	1869794	0.78	1869794	0.78
			Increase	6/6/2014	17474	0.01	1887268	0.79
			At the end of the year	3/31/2015			1887268	0.79
9	IN30081210000502	National Insurance Company Ltd.	At the beginning of the year	4/1/2014	1086702	0.45	1086702	0.45
			Decrease	5/16/2014	100000	0.04	986702	0.41
			Decrease	6/30/2014	50000	0.02	936702	0.39
			Decrease	8/8/2014	12968	0.01	923734	0.39
			Decrease	9/12/2014	200000	0.08	723734	0.30
			Decrease	9/18/2014	37032	0.02	686702	0.29
			Decrease	9/30/2014	100000	0.04	586702	0.25
			Decrease	10/31/2014	25272	0.01	561430	0.23
			Decrease	11/7/2014	24728	0.01	536702	0.22
			Decrease	3/20/2015	25000	0.01	511702	0.21
10	IN30154930468282	Aadi Financial Advisors LLP	At the beginning of the year	4/1/2014	1000000	0.42	1000000	0.42
			At the end of the year	3/31/2015			1000000	0.42
11	IN30005410059668	Vidya Investment and Trading Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	0	0.00	0	0.00
			Increase	2/6/2015	1000000	0.42	1000000	0.42
			Increase	3/20/2015	1990300	0.83	2990300	1.25
			At the end of the year	3/31/2015			2990300	1.25
12	IN30005410059684	Napean Trading and Investment Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	0	0.00	0	0.00
			Increase	12/12/2014	1000000	0.42	1000000	0.42
			Increase	1/9/2015	1000000	0.42	2000000	0.84
			Increase	1/16/2015	194283	0.08	2194283	0.92
			At the end of the year	3/31/2015			2194283	0.92
13	IN30005410059676	Regal Investment and Trading Co. Pvt. Ltd.	At the beginning of the year	4/1/2014	0	0.00	0	0.00
			Increase	2/6/2015	800000	0.33	800000	0.33
			Increase	3/20/2015	1113767	0.47	1913767	0.80
			At the end of the year	3/31/2015			1913767	0.80

14	IN30016710034152	Franklin Templeton Mutual Fund A/C Franklin India High Growth Companies Fund	At the beginning of the year	4/1/2014	509053	0.21	509053	0.21
			Increase	4/4/2014	947	0.00	510000	0.21
			Increase	5/2/2014	215000	0.09	725000	0.3
			Increase	5/9/2014	40851	0.02	765851	0.32
			Increase	5/16/2014	334149	0.14	1100000	0.46
			Increase	5/23/2014	35429	0.01	1135429	0.47
			Decrease	6/13/2014	35429	0.01	1100000	0.46
			Increase	12/31/2014	300000	0.13	1400000	0.59
			Increase	1/30/2015	100000	0.04	1500000	0.63
			Decrease	3/13/2015	32257	0.01	1467743	0.61
			Decrease	3/20/2015	17743	0.01	1450000	0.61
			At the end of the year	3/31/2015			1450000	0.61

v. Shareholding of Directors and Key Managerial Personnel: NIL

Sl. No.	Name-For each of the Directors and KMP	Remarks	Shareholding/ Transaction Date	No. of Shares	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
					% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Vinod Kumar Dhall	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
2	Prakash Kumar Chandraker	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
3	Anil Chaudhry	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
4	Ranjan Pant	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
5	Rajani Kesari	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
6	V S Vasudevan	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
7	Javed Ahmad	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
8	Manish Jaiswal	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
9	Sugata Sircar	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
10	Sonali Kaushik	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
11	Anurag Mantri	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	
12	Sameet Gambhir	At the beginning of the year	4/1/2014	0	0.00	0	0.00	
		At the end of the year	3/31/2015			0	0.00	

vi. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment	(Amount in Millions)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	2,596.63	10.42	2,607.05
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	42.66	-	42.66
Total (i+ii+iii)	-	2,639.29	10.42	2,649.71
Change in Indebtedness during the financial year				
• Addition	-	1,589.26	5.54	1,594.80
• Reduction	-	721.65	-	721.65
Net Change	-	867.61	5.54	873.15
Indebtedness at the end of the financial year				
i. Principal Amount	-	3,332.70	15.54	3,348.24
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	174.20	-	174.20
Total (i+ii+iii)	-	3,506.90	15.54	3,522.44

vii. Remuneration of Directors And Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/Whole Time Director/Manager		Total Amount
		MD	WTD	
		Prakash Kumar Chandraker	Manish Arun Jaiswal	
		(Amount in INR)		
	Gross salary			
1	A. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49,54,488	32,31,653	81,86,141
	B. Value of perquisites u/s 17(2) Income-tax Act, 1961	41,54,485	30,93,019	72,47,504
	C. Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	91,08,973	63,24,672	1,54,33,645
Ceiling as per the Act		In terms of the provisions of the Companies Act, 2013, the remuneration paid is well within the limit.		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		(Amount in INR)			
1	A. Independent Directors	Vinod Kumar Dhall	V. S. Vasudeven	Ranjan Pant	
	Fee for attending board Meeting and Board Committee Meetings	10,20,000	8,80,000	9,40,000	28,40,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (A)	10,20,000	8,80,000	9,40,000	28,40,000
2	B. Other Non-Executive Directors	-	-	-	-
	Fee for attending board Meeting and Board Committee Meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (B)	-	-	-	-
3	Total (C)=(A+B)	10,20,000	8,80,000	9,40,000	28,40,000
4	Total Managerial Remuneration	10,20,000	8,80,000	9,40,000	28,40,000
5	Overall Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the remuneration paid is well within the limit.			

C. Remuneration to Key Managerial Personnel other than MD/Manager/Whole Time Directors

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
			Sameet Gambhir	Anurag Mantri	
		(Amount in INR)			
	Gross salary				
1	A. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	18,43,050	51,74,000	70,17,050
	B. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	11,72,813	52,29,778	64,02,591
	C. Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify				
5	Others, please specify	-	-	-	-
	Total	-	30,15,863	1,04,03,778	1,34,19,641

viii. Penalties/punishment/compounding of offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

A. Conservation of Energy

- All plants are certified for ISO 50001 - Energy Management System.
- Optimized daily operation of compressors and started periodic monitoring of leak rate.
- Automatic Timer based control of street lighting.
- Switching off Parking lights at night when no vehicles are parked in the shade.
- Sump Temperature based control for cooling tower fans.
- Evaluation of new product purchase based on energy efficiency criteria and procurement of energy efficient products.
- Energy efficient HVAC system, 100 % inverter based VRV HVAC system.
- Installation of occupancy sensors.
- Introduction of LED lighting in new facilities.
- Design of new facilities and buildings allowing maximum amount of day light.
- Installation of lighting transformer for plant lighting.
- Energy conservation and awareness programs.
- Operation of AC at ≥ 25 Deg C throughout the plant.
- Operation of Kitchen ventilation and exhaust system of VFD.
- PF improvement by local compensation of reactive power.

Expenditure on Research and Development

All major R&D efforts are centrally managed at the Group level not just to optimize costs, but also because of the complexity, timeline and competency requirements of research and development projects. Local R&D activities if any, were billed to the central technology center. These included improvisation of certain global products

to make them suitable for the Indian environment, or to save costs for the customer.

The nature of such local R&D expenditure has largely been towards payment of licence fees for the use of technology know-how.

B. Technology Absorption

Transformers

- Vegetable oil transformers technology launched in India.
- Technology for Cast Resin Transformer type "Trihal" upgraded up to 33kV in India.
- Type tests conducted for Transformers of various ratings.

MV Switchgear

- Power House technology launched in India.
- Technology transfer of Schneider Electric's latest innovation in vacuum circuit breakers started.
- Technology transfer of Gas Insulated Switchgear started.

Schedule of Imported technology			
Sl. No.	Technology	Year	Status regarding Absorption in 2015
1	DMS 3.4 (Distribution Management System)	2012	Being used to deliver the 5 projects.
2	OASys SCADA (Supervisory Data and Acquisition System)	2012	Being used to deliver the 5 projects.
3	SUI - System User Interface for PACIS Substation Automation Gateway	2012	New smart HMI (Human Machine Interface) for Substation Automation Systems being offered.
4	Saitel Range FRTU	2013	Feeder FRTU (SaitelHU_BI) is the compact FRTU being used for SCADA-DMS projects.
5	Saitel DP RTU	2013	Primary Modular RTU from Telvent Spain is being offered in complementary to C264 RTU.
6	Non Communicable Fault Passage Indicator (FPI Flite110 SA)	2013	More than 3500 Non Communication FPIs are sold to various Indian Utilities.
7	Communicable Fault Passage Indicator (FPI Flite 116 SA + G200 Gateway	2013	More than 4000 Communication FPIs are sold to various Indian Utilities.
8	OMS (Outage Management System)	2014	OMS is being implemented in OPTCL Puri Project.
9	Self Healing Grid Solution (SHG)	2014	Self Healing Grid Solution is being executed for the underground network of Tata Power Mumbai.
10	Asset Management Solution	2015	Avantis Asset Management Solution is being proposed in various segments like Utility, Industry and Oil & Gas Segments.
11	Smart City Solution	2015	Complete Energy Portfolio is being build to address the Smart city projects.

C. Foreign Exchange Earnings & Outgo

During the year,

Total foreign exchange used was 3435.09 MINR (2712.85 MINR)

Total foreign exchange earned was 1507.60 MINR (1116.81 MINR)

> Annexure to Director's Report

Addendum to Directors' Report in respect to Secretarial Audit Report with regard to observations for the year 2014-15

Ref. Point No.	Secretarial Auditors Report	Management perception on Secretarial Audit Report
3	There have been various changes in the composition of the Board of Directors of the Company during the period under review. The Company, vide its letter dated 15.05.2015, stated that the Company shall intimate the change in the composition of the Board of Directors to Labour Commissioner of Vadodara and Kolkata and shall strictly ensure the compliance of the Factories Act.	The Company is in the process of intimating changes in the composition of the Board of Directors of the Company during the period under review to the relevant authorities.
5	<p>Schneider Electric SA (France) "SESA", the ultimate holding company of the Company listed in France, has launched "International Employees Shareholding Plan Schneider Electric Group" "Plan". Under this "Plan" all the employees of its subsidiaries (including Indian entities) may participate in the share offerings made by SESA. Employees of the Company participated in this Plan by signing a reservation plan.</p> <p>With reference to Para 3.3 of the RBI/ 2004/ 39/ AP (DIR Series) Circular No. 64 dated 04.02.2004 under FEMA as amended upto 03.02.2015, an Annual Return is submitted by the Indian Company through the Authorized Dealer giving details of remittances/ beneficiaries/ etc as per Annexure II to the RBI/ 2005-06/ 353/ AP (DIR Series) Circular No. 30 dated 05.04.2006 under FEMA as amended upto date. The Company has not submitted this Annual Return to the RBI. The Company, vide its letter dated 15.05.2015, stated that the Company shall file desired Annual Return to the RBI and shall ensure the compliance thereof.</p>	The Company is in the process of filing necessary Annual Return to RBI through the Authorized Dealer.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 15th May, 2015

Vinod Kumar Dhall
Chairman

> Management Discussion and Analysis Report (2014-15)

Economic Overview

Indian economy has faced many challenges successfully in recent times and is expected to grow strong on the back of policy reforms and an atmosphere of new optimism. In the recent past, the economy faced testing times with issues like lower growth, high levels of inflation and widening

current account deficit; escalated recovery was impacted in critical sectors like conventional power generation, steel and cement.

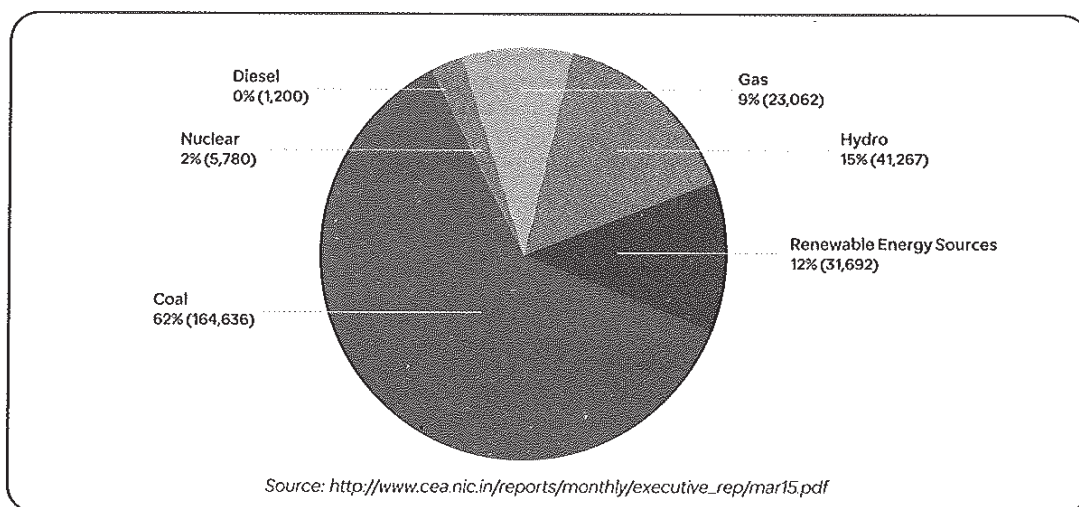
<http://indiabudget.nic.in/ub2015-16/frbm/frbm1.pdf>

Power Sector Overview

India ranks 5th in electricity production and 110th in the per-capita consumption of electricity. As of the closure of the last financial year the country stands at close to 268 GW of installed generation capacity (excluding captive plants' contribution).

The contribution from the captive generation sector stands at about 39 GW.

<http://www.ibef.org/industry/power-sector-india.aspx>



For the last month of the financial year 2014-15 India saw an Energy deficit of -2.1% and a peak demand deficit of -3.2%. There was improvement seen on both the parameters when compared to the same period of the previous year.

Power Supply Position (Demand & Availability) in March 2015						
Region	Energy (MU)				Deficit (%)	
	Requirement		Availability			
	March 14	March 15	March 14	March 15	March 14	March 15
Northern	23526	22426	22444	21484	-4.6	-4.2
Western	25063	25481	24786	25404	-1.1	-0.3
Southern	25961	25972	24389	25388	-6.1	-2.2
Eastern	9593	8523	9504	8411	-0.9	-1.3
North Eastern	1027	1170	952	1097	-7.3	-6.2
All India	85170	83572	82075	81784	-3.6	-2.1

Peak Demand / Peak Met in March 2015						
Region	Power (MW)				Deficit (%)	
	Peak Demand		Peak Met			
	March 14	March 15	March 14	March 15	March 14	March 15
Northern	38813	38338	35829	35945	-38.0	-38.0
Western	40375	43580	39768	43145	-1.5	-1.0
Southern	38464	38241	36048	37047	-6.3	-3.1
Eastern	15888	16376	15598	16264	-1.8	-0.7
North Eastern	2110	2403	1995	2131	-5.5	-11.3
All India	135650	138938	129238	134532	-4.7	-3.2

Source: http://www.cea.nic.in/reports/monthly/executive_rep/mar15.pdf

Under the strategic blueprint prepared for Ministry of Power, there are clearly defined objectives that are going to drive the sector in the long term:

- Improving power availability
- Expanding the Transmission Network
- Access to electricity to all
- Reducing AT&C losses through implementation of R-APDRP scheme
- Enhancing the availability of trained and skilled manpower for the power sector
- International co-operation
- Group target for installed capacity and generation

The Indian power sector is undergoing a significant change that is redefining the industry outlook. Sustained economic growth continues to drive power demand in India. The Government of India's focus to attain 'Power For All' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing on both market side as well as supply side (fuel, logistics, finances and manpower).

Distribution Overview

Distribution remains a critical link in the entire power sector value chain to realize the defined objective of access to power for all. It is the cash register for the entire sector, being the only interface between utilities and consumers.

Government of India is therefore providing assistance to states through various centrally sponsored schemes for improving and strengthening the distribution sector.

Integrated Power Development Scheme (IPDS)

A total outlay of INR 32,612 crore which includes a budgetary support of INR 25,354 crore from Govt. of India has been extended to the sector for:

- Strengthening of sub-transmission and distribution networks in the urban areas
- Metering of distribution transformers / feeders / consumers in the urban area
- IT enablement of distribution sector and strengthening of distribution network

Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY)

A total outlay of INR 44,033 crore which includes a budgetary support of INR 33,453 crore from

Govt. of India has been allocated to achieve the following objectives:

- Separation of agriculture and non-agriculture feeders
- Strengthening of sub-transmission and distribution networks in the rural areas
- Metering of distribution transformers / feeders / consumers in the rural area
- Rural Electrification

National Electricity Fund (NEF)

A National Electricity Fund (Interest Subsidy Scheme) to provide interest subsidy on loans disbursed to the Distribution Companies (DISCOMS) – both in public and private sector has been set up by GOI to promote investment in the distribution sector

Different state distribution companies under the R-APDRP scheme have already started implementing the smart grid solutions along with installation of critical distribution equipments for reduction of the losses and improving the system reliability.

<http://powermin.nic.in/Distribution>

Renewable Energy

The role of new and renewable energy has been assuming increasing significance in recent times with the growing concern for the country's energy security. Energy self-sufficiency was identified as

the major driver for new and renewable energy in the country in the wake of emerging concerns in oil and gas sector.

Ministry of New & Renewable Energy			
Programme / Scheme wise Physical Progress in 2014-15 (During the month of February, 2015)			
Sector	FY - 2014-15		Cumulative Achievements
	Target	Achievement	(as on 28.02.2015)
Grid-Interactive Power (Capacities in MW)			
Wind Power	2000.00	1512.80	22644.63
Small Hydro Power	250.00	221.60	4025.35
Biomass Power & Gasification	100.00	0.00	1365.20
Bagasse Cogeneration	300.00	170.00	2818.35
Waste to Power	20.00	8.50	115.08
Solar Power	1100.00	750.77	3382.78
Total	3770.00	2663.67	34351.39

Source: <http://www.mnre.gov.in/mission-and-vision-2/achievements/>

Tentative Region-wise break-up of Renewable Power target to be achieved by the year 2022 so that cumulative achievement is 1,75,000 MW

State/UTs	Solar Power (MW)	Wind (MW)	Small Hydro Plant (MW)	Biomass Power (MW)
Northern Region	31120	8600	2450	4149
Western Region	28410	22600	125	2875
Southern Region	26531	28200	1675	2612
Eastern Region	12237		135	244
North Eastern Region	1205		615	
All India	99533	60000	5000	10000

Source: <http://mnre.gov.in/file-manager/UserFiles/Tentative-State-wise-break-up-of-Renewable-Power-by-2022.pdf>

The government is playing an active role in promoting the adoption of renewable energy resources by offering various incentives, such as generation-based incentives (GBIs), capital and interest subsidies, viability gap funding, concessional finance, fiscal incentives etc.

The objective of the National Solar Mission is to reduce the cost of solar power generation in the country through long-term policy, large scale deployment goals, aggressive R&D and the

domestic production of critical raw materials, components and products. Renewable energy is becoming increasingly cost-competitive compared to fossil fuel-based generation. Wind energy equipment prices have fallen dramatically due to technological innovation, increasing manufacturing scale and experience curve gains. Prices for solar modules have declined by almost 80% since 2008 and wind turbine prices have declined by more than 25% during the same period.

Outlook

The investment climate is positive in the power sector. There is a tangible shift in policy focus on the sources of power. The government is keen on promotion of renewable projects, as well as adoption of clean coal technology with focus on sustainability. The "Make in India" initiative by the new government has boosted the growth

expectations in many different sectors of the market. The infrastructure segment is expected to attract global investments and participation especially in the development of smart cities, defence and transport sector. Renewable energy holds immense potential for growth and can change the power sector dynamics at a fundamental level.

Support functions

Human Resources

The HR team is committed to further develop and retain the competencies of organizational talent. Industrial relations continued to be cordial, contributing to productivity increase.

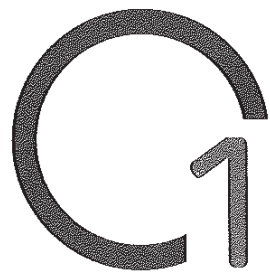
Investor Relations

Through stakeholder engagement and to follow best practices, Your Company continued to ensure the accurate and timely communication of information about performance and development

in the company and sector and promptly replied to all stakeholders' queries to make investors interested in the Infrastructure sector.

Finance

Finance is a very vital function in the current environment. Your Company follows the Schneider group's best practices of treasury, audit, reporting, taxation and Finance Share Services (FISS) function. The company has strengthened its credit control function with close monitoring over the receivables.



Highlights of 2014-15



> 1. Partnerships, Major Contracts, Commissioning and Awards

Major landmarks during the year 2014-15

Your Company continued its strong presence and broke new grounds in the important business segments of MMM, Oil & Gas, Transport and Utilities. Significant orders from these segments either directly from end users or from EPCs were booked as under:

Power Utility

- Continued leadership in the DMS and Feeder automation domain with orders coming from:
 - Jharkhand State Electricity Board for SCADA and Grid Automation Solutions
 - A project for Smart Infrastructure – Smart Grid from Odisha state utility – OPTCL for the holy town of Puri
 - Grid automation Solution for Haryana State under the World Bank aided programme
 - Feeder Automation with communicable Fault Pass Indicators for Uttarakhand & Gujarat Discoms
- Containerised 33kV / 11kV substation for OPTCL – Odisha with optimum offering of Schneider including PremSet
- 11kV RMU & Medium Voltage Switchgear Panels for Kerala & Gujarat, Uttarakhand & UP Discoms
- Sectionalisers for various utilities associated with RAPDRP Part B implementation
- 33kV RMUs for Hyderabad city distribution network in Telangana

MMM (Mining, Minerals and Metals)

Significant orders acquired from this segment include the ones from Jindal Steel & Power Limited (JSPL), Tata Steel, and Steel Authority of India Limited (SAIL).

- Orders from JSPL, Angul for its 6 MTPA expansion programme include:
 - Power Transformers
 - MV equipment
- Order for Transformers from JSPL's overseas venture at Oman for their rebar mill
- SAIL – Rourkela Steel Plant order for MV equipment
- MV Equipment order from Tata Steel for their mines at Khondbond
- Order from FL Smidth for the entire MV & LV Distribution Equipment including transformers, MV Switchboard, Intelligent PMCCs, MV and LV capacitors for the Greenfield Cement Plant of Emami Cements being established at Chattisgarh.

Oil & Gas

An important order from the leading Indian EPC and Contracting Company – Larsen and Toubro for Cairn Energy's Oil Fields in Rajasthan in which Your Company is designing, manufacturing, supplying and installing the e-House solutions.

Transport

Orders and successful execution of major contracts from leading EPC L&T, Ircon, Isolux, Siemens for 25kV GIS, 33kV GIS, 33kV AIS, CRP & Automation, SCADA for DMRC Phase – III and Hyderabad Metro.

Renewable

Supply of five state of the art design of winding transformers for solar projects in Rajasthan and Chattisgarh. Execution of 50MW Power Evacuation of Moserbaer Projects in record time of 3 months gaining customer confidence and trust.

C2 Financial Statements Schneider Electric Infrastructure Limited

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> Independent Auditor's Report

To
The Members of
Schneider Electric Infrastructure Limited

Report on the Financial Statements

We have audited the accompanying financial statements of SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its loss, and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts – Refer Note 6 to the financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 301003E

Place: New Delhi
Date: 15th May, 2015

per **Manoj Kumar Gupta**
Partner
Membership Number: 83906



> Annexure

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: Schneider Electric Infrastructure Limited (“the Company”)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Inventories lying with outside parties have been confirmed by them as at year end:
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of inventory. Discrepancies noted on physical verification of inventories were not material, and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of power transformers, switchgears and other related products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same
- (vii) (a) Undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
(c) According to the records of the Company, the dues outstanding of service tax, sales tax, value added tax, custom duty and excise duty on account of any dispute, are follows:



Name of Statute	Nature of Dues	Amount (Rupees Millions)	Amount Deposited (Rupees Millions)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Wrong availment of CENVAT on Inter Unit transfer	361.59	-	2007-08	CESTAT - CHENNAI
Central Excise Act, 1944	Demand of duty for Exemption under notification 108/95	10.29	-	2001-02	Tribunal Delhi
Central Excise Act, 1944	Under valuation of VIT tubes CAS 4 not considered by department for earlier period	5.21	0.02	1994-95	CESTAT - CHENNAI
Central Excise Act, 1944	Non inclusion of 15% Profit Margin in Transfer Pricing	5.13	-	1993-94 & 1994-95	Kolkata High Court
Central Excise Act, 1944	Rejection of refund claim towards CENVAT reversals as insisted during Excise audit	4.44*	-	2012-13	Commissioner (Appeals) LTU
Central Excise Act, 1944	Cenvat credit on account of CVD utilised for payment of Cess and SHE Cess	4.21	-	2012-13	Commissioner (Appeals)
Central Excise Act, 1944	Refund of excise duty denied for cases where proof of Export submitted after payment of Excise Duty after 180 days of export	3.07	-	2012-13	Tribunal Gujarat
Central Excise Act, 1944	Captively consumed goods cleared by availing exemption under notification 6/2006	2.26*	-	2008-09 & 2010-11	CESTAT - CHENNAI
Central Excise Act, 1944	Disallowance of CENVAT Credit, duty on captive consumption and clearance of goods under Notification 6 of 2006.	1.76*	-	2009-10	CESTAT - CHENNAI
Central Excise Act, 1944	Short payment of Duty	1.35	-	2007-08	Commissioner (Appeals) LTU
Central Excise Act, 1944	Demand of amount equal to credit availed on mandatory spares cleared as such under notification 6/2006	1.2*	-	2008-09	CESTAT - CHENNAI
Central Excise Act, 1944	Demand of amount equal to credit availed on mandatory spares cleared as such under notification 6 of 2006	0.85*	-	2014-15	Commissioner (Appeals) LTU
Central Excise Act, 1944	Demand of duty for Exemption u/n 108/95	0.47*	-	2003-04	Commissioner (Adj.) New Delhi
Central Excise Act, 1944	CENVAT Credit availed on SAP maintenance charges	0.21*	-	2008-09	HIGH COURT-CHENNAI
Central Excise Act, 1944	Levy of penalty	0.02	-	2011-12	CESTAT - CHENNAI
Central Excise Act, 1944	Seizure of spares while being transported to Railway Station alleging transportation without Invoice.	0.01	-	1996-97	Commissioner (Appeals) Allahabad
Central Sales Tax Act, 1956	Non submission of Statutory Form such as C/H/F/E-1 and export documents	170.44*	17.49	2010-11 & 2011-12	Deputy Commissioner Appeal
Central Sales Tax Act, 1956	Non submission of declaration forms, Input tax claim disallowed	168.38	-	2007-08	Senior Joint Commissioner (Appeals)
Central Sales Tax Act, 1956	Non submission of Form C/H/E-1 and export documents	102.02*	38.68	2009-10	Joint Commissioner (Allahabad)
Central Sales Tax Act, 1956	Non collection of declaration forms	92.62*	37.97	2007-08	Joint Commissioner, Allahabad
Central Sales Tax Act, 1956	Non collection of declaration forms & CST treated as local VAT Sale	72.96*	14.59	2010-11	Joint Commissioner (Corporate Circle)
Central Sales Tax Act, 1956	Non submission of form C/H/E-1 and export documents	56.23*	44.21	2008-09	Joint commissioner (Allahabad)



Central Sales Tax Act, 1956	Non Submission of C Forms	52.53*	789	2009-10	Deputy Commissioner of Commercial Tax, Vadodara
Central Sales Tax Act, 1956	Non submission of Declaration forms	36.47*	20.93	2010-11 & 2011-12	High Court (Madras)
Central Sales Tax Act, 1956	Non collection of declaration forms	28.21*	21.19	2006-07	Deputy Commissioner, Allahabad
Central Sales Tax Act, 1956	Non collection of declaration forms	21.16*	0.76	1993-94, 1997-1998, 2003-04, 2004-05 & 2005-06	West Bengal Sales Tax Revision Board
Central Sales Tax Act, 1956	Non submission of Declaration forms	17.31*	12.86	2008-09 & 2009-10	Joint Commissioner (Appeals)
Central Sales Tax Act, 1956	Non collection of declaration forms	17.21*	-	2005-06, 2006-07 & 2007-08	Deputy Commissioner, U.P. Sales Tax
Central Sales Tax Act, 1956	Input tax claim disallowed, non submission of declaration forms	16.85*	-	2009-10	Joint Commissioner (Appeals)
Gujarat Value Added Tax, 2003	Non collection of declaration form	16.56*	3.35	2007-08 & 2008-09	Deputy Commissioner
Central Sales Tax Act, 1956	Non collection of declaration form CST	13.27*	0.14	2009-10 & 2010-11	Deputy Commissioner (Appeal)
Central Sales Tax Act, 1956	Non collection of declaration forms	6.36*	-	2002-03	High Court of Kolkata
Uttar Pradesh Trade Tax Act, 1948	Project sales tax assessment	5.50	4.61	2005-06	Deputy Commissioner, U.P. Sales Tax
Central Sales Tax Act, 1956	Non collection of declaration forms	3.91	-	2001-02, 2002-03 & 2011-12	Deputy Commissioner
Central Sales Tax Act, 1956	Disallowance of stock transfers made within the state, Denial of input tax credit, Difference in interpretation of rates and Non submission of documents to substantiate the purchases	3.58*	3.58	2008-09	Joint commissioner (Allahabad)
West Bengal Sales Tax Act, 1994	Non collection of declaration forms	3.20	-	1997-98	West Bengal Tribunal
Delhi Value Added Tax Act, 2004	VAT Audit objections and exparte assessment done	1.83	-	2007-08	VAT Audit Officer, Delhi
Central Sales Tax Act, 1956	Non submission of declaration forms, Input tax claim disallowed	1*	0.40	2006-07	West Bengal Sales Tax Revision Board
Central Sales Tax Act, 1956	Non collection of declaration form CST, Documents like PQ, Endorsed ARE 1 (Vaniy Bhavan), E1 Forms	0.54*	-	2009-10	Deputy Commissioner, Comm Tax
Uttar Pradesh Trade Tax Act, 1948	Levy of purchase Tax due to Unregistered purchases made	0.33*	-	2006-07	Deputy Commissioner, U.P. Sales Tax
Tamil Nadu General Sales Tax Act, 1959	Levy of penalty for wrong disclosure of turnover and Non furnishing of required documents for export & other claims	0.29*	-	1991-92	Sales Tax Appellate Tribunal, Chennai
Central Sales Tax Act, 1956	Non collection of declaration forms	0.26	1.24	2008-09	Deputy Commissioner, Jaipur
Madhya Pradesh Value Added Tax Act, 2002	Non collection of declaration form CST treated as local VAT Sale	0.18*	0.06	2010-11	Deputy Commissioner Appeal
Rajasthan Value Added Tax Act, 2003	Difference in interpretation	0.08	-	2011-12	Deputy Commissioner, Jaipur
Madhya Pradesh Value Added Tax Act, 2002	Entry Tax On High Sea Sales Imported Material	0.07*	0.02	2010-11	Deputy Commissioner Appeal
Finance Act, 1994	Non payment of Service Tax on amount paid for the use of Trade Mark	35.84*	17.92	2010-11 & 2011-12	CESTAT - CHENNAI



Finance Act, 1994	Non payment of service tax on provision created in books /short payment of service tax on royalty and technical knowhow payments made under intellectual property right services.	10.12*	-	2010-11	CESTAT - CHENNAI
Finance Act, 1994	Irregular availment of CENVAT Credit of Service Tax	4.98*	-	2012-13	CESTAT - CHENNAI
Finance Act, 1994	Disallowance of CENVAT credit availed on certain input services	0.79*	-	2012-13	CESTAT - CHENNAI
Finance Act, 1994	Non payment of service tax on provision created in books /short payment of service tax on royalty and technical knowhow payments made under intellectual property right services.	0.65*	-	2011-12	CESTAT - CHENNAI
Finance Act, 1994	Non payment of Service Tax on Manpower supply services	0.62*	-	2012-13	Commissioner (Appeals) LTU
Finance Act, 1994	Payment of Service Tax on GTA through CENVAT	0.51*	-	2005-06	Tribunal Delhi
Finance Act, 1994	Rejection of refund claim made towards CENVAT reversal done under protest in respect of service tax credit availed on Marine Insurance policies	0.43*	-	2011-12	Commissioner (Appeals) LTU
Finance Act, 1994	Rejection of refund claim of interest paid for CENVAT credit wrongly availed but not utilised	0.13*	-	2012-13	Commissioner (Appeals) LTU
Finance Act, 1994	Short payment of service tax on GTA	0.08*	-	2009-10	HIGH COURT-CHENNAI
The Custom Act, 1962	Refund of drawback for non-realisation of export proceeds	5.58	-	2012-13	Commissioner of Customs (Appeals)

*Represents Company's share of Rs.764.78 Million of dues pending in forums Jointly with ALSTOM T&D India Limited (Refer Note 31 of the accompanying financial statements)

According to the information and explanations given to us, there are no dues of Income tax, wealth tax and cess which have not been deposited on account of any dispute.

- (vii) (d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company has been registered for a period of less than five years and hence we are not required to comment on whether or not the accumulated losses at the end of the financial year is fifty per cent or more of its net worth and whether it has incurred cash losses in the current financial year and in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company has no outstanding dues from financial institution or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.



(xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 301003E

Place: New Delhi
Date: 15th May, 2015

per **Manoj Kumar Gupta**
Partner
Membership Number: 83906



> Balance Sheet as at March 31, 2015

Schneider Electric Infrastructure Limited

		(Rupees Millions)	
	Notes	March 31, 2015	March 31, 2014
Equity and liabilities			
Shareholders' funds			
Share capital	3	478.21	478.21
Reserves and surplus	4	372.18	657.58
		850.39	1,135.79
Non-current liabilities			
Long-term borrowings	5	1,900.00	1,900.00
Long-term provisions	6	196.50	144.08
		2,096.50	2,044.08
Current liabilities			
Short-term borrowings	7	962.70	696.63
Trade payables	8	7,644.88	6,646.82
Other current liabilities	8	1,156.34	513.86
Short-term provisions	6	753.45	791.88
		10,517.37	8,649.19
TOTAL		13,464.26	11,829.06
Assets			
Non-current assets			
Fixed assets			
- Tangible assets	9	1,945.47	1,755.60
- Capital work-in-progress		1009	190.84
Deferred tax assets (net)	10	-	114.23
Loans and advances	11	281.81	224.77
Trade receivables	12	212.45	402.87
		2,449.82	2,688.31
Current assets			
Inventories	13	2,118.28	2,014.95
Trade receivables	12	6,909.39	6,073.71
Cash and Bank Balances	14	544.82	11.23
Loans and advances	11	1,204.76	916.79
Other current assets	15	237.19	124.07
		11,014.44	9,140.75
TOTAL		13,464.26	11,829.06

Summary of significant accounting policies 2.1
The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of
Schneider Electric Infrastructure Limited

For S.R.Batlboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E

Per Manoj Kumar Gupta
Partner
Membership No.83906

Prakash Kumar Chandraker
Managing Director

Anil Chaudhry
Director

Anurag Mantri
Chief Financial Officer

Anil Rustgi
Company Secretary

Place: New Delhi
Date: 15th May, 2015



> Statement of Profit and Loss for the Year Ended March 31, 2015

Schneider Electric Infrastructure Limited

	Notes	(Rupees Millions)	
		March 31, 2015	March 31, 2014
Income			
Revenue from operations (gross)	16	14,331.29	13,308.47
Less: Excise duty		(1,228.16)	(1,151.96)
Revenue from operations (net)		13,103.13	12,156.51
Other income	17	697.38	450.33
Total revenue (I)		13,800.51	12,606.84
Expenses			
Cost of raw material and components consumed	18	9,634.20	9,064.20
(Increase)/ Decrease in Inventories of finished goods and work-in-progress	19	120.86	(336.44)
Employee benefits expense	20	1,516.96	1,434.69
Other expenses	21	2,066.08	2,833.25
Total Expenses (II)		13,338.10	12,995.70
Earnings before interest, tax and depreciation and amortisation (EBITDA)			
(I) - (II)		462.41	(388.86)
Depreciation and amortisation	22	248.62	227.09
Finance costs	23	384.96	260.32
Profit/(loss) before Exceptional Items and Tax		(171.17)	(876.27)
Exceptional Items	24	-	373.00
Profit/(loss) before Tax		(171.17)	(1,249.27)
Current tax		-	-
Deferred tax	10	114.23	-
Total tax expense		114.23	-
Profit/(loss) for the year		(285.40)	(1,249.27)
Earnings per equity share Basic and Diluted (In Rupees)	25	(1.19)	(5.22)
Nominal value of share		2	2

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of
Schneider Electric Infrastructure Limited

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E

Per Manoj Kumar Gupta
Partner
Membership No.83906

Prakash Kumar Chandraker
Managing Director

Anil Chaudhry
Director

Anurag Mantri
Chief Financial Officer

Anil Rustgi
Company Secretary

Place: New Delhi
Date: 15th May, 2015



> Cash Flow Statement for the Year Ended March 31, 2015

Schneider Electric Infrastructure Limited

		(Rupees Millions)	
		March 31, 2015	March 31, 2014
A.	Cash flow from operating activities		
	Profit / (Loss) before tax	(171.17)	(1,249.27)
	Adjustments to reconcile profit / (loss) before tax to net cash flows		
	Provision for warranties	106.85	-
	Provision written back	(28.22)	-
	Provision for litigation	19.82	187.49
	Provision for doubtful debts / advances	223.92	226.45
	Provision for Contract Losses	19.37	7.46
	Bad debts / advances written off	4.84	453.71
	Tangible assets written off	2.28	128.49
	Profit on sale of tangible assets	(40.15)	-
	Unrealised foreign exchange variation (net)	(199.43)	51.86
	Depreciation	248.62	227.09
	Interest expense	299.58	190.34
	Operating profit before working capital changes	486.31	223.62
	Movements in Working Capital:		
	(Increase) / Decrease in Trade receivables	(892.46)	950.97
	(Increase) / Decrease in Loans and advances	(316.82)	51.85
	(Increase) / Decrease in Other current assets	(113.12)	15.62
	(Increase) / Decrease in Inventories	(103.33)	(517.75)
	Increase / (Decrease) in Trade payables	1,276.12	418.57
	Increase / (Decrease) in Other current liabilities	46.88	(1,280.72)
	Increase / (Decrease) in Provisions	(103.83)	338.29
	Cash generated from / (used in) operations	279.75	200.45
	Direct taxes paid	(26.10)	(16.59)
	Net cash from / (used in) operating activities (A)	253.65	183.86
B.	Cash flow from investing activities		
	Purchase of tangible assets (including Capital work-in-progress)	(287.41)	(295.33)
	Proceeds from Sale of tangible assets	2914	0.96
	(Increase) / Decrease in capital advances	(2.09)	-
	Net cash from / (used in) investing activities (B)	(260.36)	(294.37)
C.	Cash flow from financing activities		
	Proceeds from short term borrowings	1,815.63	5,524.75
	Repayment of borrowings	(1,373.12)	(5,265.54)
	Proceeds from long term borrowings	470.00	-
	Repayment of bank overdraft (net)	(178.12)	-
	Dividends paid on equity shares (Unclaimed dividend)	(0.01)	(0.02)
	Interest paid	(168.04)	(181.39)
	Net cash from / (used in) financing activities (C)	566.34	77.80
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	559.63	(32.71)
	Effect of exchange differences on cash and cash equivalents held in foreign currency	(26.04)	-
	Cash and cash equivalents at the beginning of the year	11.23	43.94
	Cash and cash equivalents at the end of the year	544.82	11.23
	Components of Cash and Cash equivalents at the end of the Year		
	With Banks on Current Account	1.24	7.28
	On EEFC	542.71	-
	Cheques on hand	-	3.07
	Unclaimed Dividend Account*	0.87	0.88
	Total Cash and Cash Equivalents (Refer Note 14)	544.82	11.23

Summary of significant accounting policies

2.1

* The company can utilize the balances only toward settlement of the respective unclaimed dividend.

As per our report of even date

For and on behalf of the Board of Directors of
Schneider Electric Infrastructure Limited

For S.R.Batlboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E

Per Manoj Kumar Gupta
Partner
Membership No.83906

Prakash Kumar Chandraker
Managing Director

Anil Chaudhry
Director

Anurag Mantri
Chief Financial Officer

Anil Rustgi
Company Secretary

Place: New Delhi
Date: 15th May, 2015



> Notes to Financial Statements

1. Nature of operations

Schneider Electric Infrastructure Limited was incorporated on March 12, 2011. It is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on three stock exchanges in India. The Company is engaged in the business of manufacturing, designing, building and servicing

technologically advanced products and systems for electricity distribution including products such as distribution transformers, medium voltage switchgears, medium and low voltage protection relays and electricity distribution and automation equipment.

2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules

2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1. Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(b) Tangible Fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(c) Depreciation on tangible fixed assets

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV of Companies Act, 1956 were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act, 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows

Subsequent expenditure related to an item of fixed



companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has technically evaluated useful lives and residual values of all its fixed assets. The management believes that currently used useful lives fairly reflects useful lives and residual values of fixed assets, though these lives in certain cases are different from lives prescribed under Schedule II.

Depreciation on fixed assets is calculated on a straight-line basis using the rates/life arrived at based on the useful lives estimated by the management; these rates are in certain cases different from lives prescribed under Schedule II. The Company has used the following rates to provide depreciation on its fixed assets.

Particulars	Estimated useful lives (In Years)
Buildings	5, 8, 10, 25 and 30
Plant and equipment	1, 3, 5, 6.5, 8 and 10
EDP equipment	1, 3, 4 and 6
Furniture and fixtures (including office equipment)	1, 3, 4, 5, 6.5, and 10
Motor vehicles	3, 4 and 8

Leasehold land is amortized on a straight line basis over the period of the lease. Cost of leasehold improvement is depreciated over their useful life or unexpired lease period, whichever is lower.

Had the company continued to use the earlier policy of depreciating fixed asset, the profit for the current year would have been higher by INR 9.38 millions, retained earnings would have been higher by INR 9.38 millions and the fixed asset would correspondingly have been higher by INR 9.38 millions.

(d) Leases

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(e) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(f) Impairment of tangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written



down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of Profit and Loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss.

(g) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components

and stores and spares is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(h) Revenue recognition

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenue from maintenance contracts is recognized pro-rata over the period of the contract as and when services are rendered.

Revenue from engineering and designing services is recognized on the basis of amounts agreed on for the time spent and expenses incurred on the activities.

The Company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the Statement of Profit and Loss.



(i) Long-term contracts

Sales revenue and margins on construction contracts and certain services are recognized according to the percentage of completion method ("PCM"), as provided in AS 7 ("Revised") - "Construction contracts". Sales revenue and income from long-term contracts are recognized over the period of performance of the contract on achievement of certain internal milestones. Depending on the contract terms, the percentage of completion is determined based on costs or the stage of physical completion. Under the cost-based PCM formula, the stage of completion is equal to the ratio of costs to the total estimated cost of the contract. Under the physical completion PCM formula, a predetermined percentage of completion is assigned to each stage of completion of the contract. The sales revenue and costs recognized at the end of the period are equal to the percentage of sales revenue and anticipated costs for the stage of completion achieved at that date. Income recognition arising on these contracts is based on estimated overall profitability of individual contracts reviewed periodically.

Direct costs incurred for long term contracts over and above the pro-rata to sales are considered as work-in-progress. Provision for expected loss is recognised immediately when it is probable that the total estimated contract costs will exceed total contract revenue, based on Management's analysis of the risks and exposures on a case to case basis.

(j) Foreign currency transactions

**Foreign currency transactions and balances
Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

All exchange differences are recognized as income or as expenses in the period in which they arise.

Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/liability

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

(k) Retirement and other employee benefits

Retirement benefit in the form of Superannuation Fund, Provident Fund and ESI are defined contribution schemes. There are no other obligations other than the contributions payable to the respective funds. The Company recognizes contribution payable to the respective fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity is the defined benefit plan of the Company for its employees. The costs of providing benefits for gratuity plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the Statement of Profit and Loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.



The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

The company recognizes termination benefit as a liability and an expense when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

(I) Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Deferred income taxes reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty

that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.



(m) Segment Reporting Policies

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Inter-segment transfers

The Company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(n) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a

provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Warranty provisions

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty-related costs is revised annually.

(p) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(q) Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(r) Derivative instruments

In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the Statement of Profit and Loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

(s) Measurement of EBITDA

The Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.



3. Share capital

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Authorized share capital		
250,000,000 (31 March, 2014: 250,000,000) equity shares of Rupees 2/- each	500.00	500.00
Issued, subscribed and fully paid-up share capital		
239,104,035 (31 March, 2014: 239,104,035) equity shares of Rupees 2/- each	478.21	478.21
Total issued, subscribed and fully paid-up share capital	478.21	478.21

a. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Shares held by holding Company and parent of the holding Company

	Number of shares (in Millions)		Amount (in Millions)	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Energy Grid Automation Transformers and Switchgears India Private Limited, the Holding Company (formerly known as Energy Grid Automation Transformers and Switchgears India Limited).	168.74	168.74	337.47	337.47
Schneider Electric Singapore Pte. Limited, Parent of Holding Company	10.59	10.59	21.18	21.18

c. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	March 31, 2015		March 31, 2014	
	Number (in Millions)	Rupees (Millions)	Number (in Millions)	Rupees (Millions)
Outstanding at the beginning of the year	239.10	478.21	239.10	478.21
Issued during the year	-	-	-	-
Outstanding at the end of the year	239.10	478.21	239.10	478.21

d. Details of shareholders holding more than 5% shares in the Company

	March 31, 2015		March 31, 2014	
	Number (in Millions)	Percentage (%)	Number (in Millions)	Percentage (%)
Equity shares of Rupees 2/- each fully paid: Energy Grid Automation Transformers and Switchgears India Private Limited, the Holding Company (formerly known as Energy Grid Automation Transformers and Switchgears India Limited)	168.74	70.57%	168.74	70.57%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

4. Reserves and surplus

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Capital reserve		
Balance as per the last financial statements	410.25	410.25
Closing Balance	410.25	410.25
General reserve		
Balance as per the last financial statements	1,534.63	1,534.63
Add: amount transferred from statement of profit and loss	-	-
Closing Balance	1,534.63	1,534.63
Surplus/(deficit) in the statement of profit and loss		
Balance as per the last financial statements	(1,287.30)	(38.03)
Add: Profit / (Loss) for the year	(285.40)	(1,249.27)
Net surplus / (deficit) in the statement of profit and loss	(1,572.70)	(1,287.30)
Total	372.18	657.58



5. Long-term borrowings

	(Rupees Millions)			
	Non-current portion		Current maturities	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Loans from related parties				
Schneider Electric IT Business India Private Limited	1,900.00	1,900.00	-	-
Energy Grid Automation Transformers and Switchgears India Private Limited	-	-	470.00	-
	1,900.00	1,900.00	470.00	-
The above amount includes				
Secured borrowings	-	-	-	-
Unsecured borrowings	1,900.00	1,900.00	470.00	-
Less: Amount disclosed under the head 'other current liabilities' (note 8)	-	-	470.00	-
	1,900.00	1,900.00	-	-

- a. Loan taken from Schneider Electric IT Business India Private Limited carries interest rate of 8.30% per annum (March 31, 2014 interest rate at 7.50% per annum). The loan is repayable within 30 months from the date of loan i.e. March 27, 2014.
- b. Loan taken from Energy Grid Automation Transformers and Switchgears India Private Limited carries interest rate of 7.50% per annum. The loan is repayable within 375 days from the date of loan i.e. April 19, 2014.

6. Provisions

	(Rupees Millions)			
	Long-term		Short-term	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Provision for employee benefits				
Provision for gratuity (refer note 26.1)	-	8.84	-	-
Provision for leave encashment	63.91	1.85	2.75	41.17
Other provisions				
Provision for warranties	116.67	122.79	350.01	368.35
Provision for lease equalization	15.92	10.60	-	-
Provision for contract losses	-	-	7.14	8.63
Provision for litigation	-	-	393.55	373.73
	196.50	144.08	753.45	791.88

Provision for Warranties:

A provision is recognised for expected warranty claims on products sold during the last 18 to 24 months, based on past experience of the level of repairs and returns. It is expected that significant portion of these costs will be paid out in the next financial year and all will have been paid out within two years after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the 18 to 24 months warranty period for products sold.

Provision for Litigation:

Provision for Litigations represent provisions in respect of litigations for sales tax, excise duty and service tax. Although the company continues to contest the cases at different forums, the management believes that outflow of resources embodying economic benefits is probable. Hence, the Company has created a provision towards the same.

Movement of Provisions

	(Rupees Millions)			
	Provision for Warranties		Provision for Litigation	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
At the beginning of the year	491.14	417.25	373.73	186.24
Arising during the year	146.22	110.92	19.82	187.49
Utilized during the year	-	-	-	-
Unused amounts reversed	170.68	37.03	-	-
At the end of the year	466.68	491.14	393.55	373.73
Current portion	350.01	368.35	393.55	373.73
Non-current portion	116.67	122.79	-	-



7. Short-term borrowings

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Cash credit from banks	97.07	275.19
Short term loan from banks	350.00	250.00
Foreign currency loan from banks	515.63	171.44
	962.70	696.63
The above amount includes		
Secured borrowings	-	-
Unsecured borrowings	962.70	696.63

- a. Cash credit is repayable on demand and carries interest @ 9.50% to 10.00% per annum.
b. Short term loan from banks carries interest rate of 9.5% and payable within 142 to 146 days from the balance sheet date.
c. Foreign currency loan from banks carries interest rate of LIBOR plus 0.20% to 0.50% and payable within 37 to 176 days from the balance sheet date.

8. Other current liabilities

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Trade payables (including acceptances) (Refer Note 34 for details of dues to Micro, Small and Medium enterprises)	7,644.88	6,646.82
	7,644.88	6,646.82
Other liabilities		
Current maturities of long term borrowings (refer note 5)	470.00	-
Advance from Customers	296.65	262.91
Advance billing to Customers	26.75	21.49
Capital Creditors	8.52	46.93
Security deposits from employees	15.54	10.42
Interest accrued but not due on borrowings	174.20	42.66
Book Overdraft	-	4.08
Unclaimed dividend - Investor Education and Protection Fund will be credited (as and when due)	0.87	0.88
Derivative liability - forward contracts	38.14	16.29
Others		
Excise Duty on Finished Goods	31.06	40.15
Other statutory dues	94.61	68.05
	1,156.34	513.86
Total	8,801.22	7,160.68



9. Tangible assets

(Rupees Millions)

Particulars	Freehold Land	Leasehold Land	Leasehold Improvements	Buildings	Plant and Equipments	Furniture and Fixtures	EDP Equipments	Motor Vehicles	Total
Cost									
At March 31, 2013	103.36	1.53	-	1,148.25	1,359.25	99.37	229.48	42.11	2,983.35
Additions during the year	-	61.28	12.30	-	27.87	6.26	31.71	36.54	175.96
Disposals	-	0.02	-	58.04	189.92	14.59	13.50	1.02	277.09
At March 31, 2014	103.36	62.79	12.30	1,090.21	1,197.20	91.04	247.69	77.63	2,882.22
Additions during the year	-	-	21.74	217.14	70.11	45.73	22.80	52.23	429.75
Disposals*	-	-	-	2.04	-	0.56	1.06	6.81	10.47
Adjustment**	-	-	-	-	27.94	2.22	3.11	-	33.27
At March 31, 2015	103.36	62.79	34.04	1,305.31	1,295.25	138.43	272.54	123.05	3,334.77
Depreciation									
At March 31, 2013	-	0.07	-	199.34	610.57	62.11	171.02	7.65	1,050.76
Charge for the year	-	-	0.39	45.84	120.90	11.33	32.79	15.84	227.09
Disposals	-	0.02	-	17.53	109.07	11.17	13.35	0.09	151.23
At March 31, 2014	-	0.05	0.39	227.65	622.40	62.27	190.46	23.40	1,126.62
Charge for the year	-	0.06	4.38	58.55	114.00	13.66	31.10	26.86	248.61
Disposals	-	-	-	1.15	-	0.41	1.00	2.22	4.78
Adjustment**	-	-	-	-	13.89	1.86	3.10	-	18.85
At March 31, 2015	-	0.11	4.77	285.05	750.29	77.38	223.66	48.04	1,389.30
Net Block									
At March 31, 2015	103.36	62.68	29.27	1,020.26	544.96	61.05	48.88	75.01	1,945.47
At March 31, 2014	103.36	62.74	11.91	862.56	574.80	28.77	57.23	54.23	1,755.60

*Disposals include tangible assets written off - Rupees 2.28 Millions (March 31, 2014 - Rupees 124.91 Millions)

** Adjustment made on account of fixed assets which was previously written off in the financial statements being considered unusable at that time.

Note: Buildings include those constructed on Leasehold Land:

(Rupees Millions)

	March 31, 2015	March 31, 2014
Gross Block	207.52	205.49
Depreciation Charge for the year	8.30	8.37
Accumulated Depreciation	41.57	33.26
Net Block Value	165.95	172.23

10. Deferred tax assets (net)

(Rupees Millions)

	March 31, 2015	March 31, 2014
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the financial statements	-	104.73
Gross deferred tax liability	-	104.73
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	-	19.26
Provision for doubtful debts and advances	-	137.55
Provision for litigations	-	60.43
Others	-	1.72
Gross deferred tax asset	-	218.96
Net deferred tax asset (Refer Note 40)	-	114.23
Movement:		
At the beginning of the year	114.23	114.23
For the Year	(114.23)	-
At the end of the year	-	114.23



11. Loans and advances

	(Rupees Millions)			
	Non-Current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Capital Advances.				
Unsecured, considered good	6.85	4.76	-	-
Security deposit				
Unsecured, considered good	19.65	29.12	67.88	47.45
Advances recoverable in cash or kind				
Unsecured, considered good (include advance to related parties Rupees 15.87 Millions, March 31, 2014 Nil)	-	-	252.75	202.27
Other loans and advances (Unsecured, considered good)				
Advance income-tax (net of provision for income tax)	-	-	125.53	99.43
Prepaid expenses	-	-	29.02	20.92
Loans to employees	-	-	7.98	9.29
Balances with statutory / government authorities	255.31	190.89	713.71	537.43
Balance in gratuity fund (refer note 26.1)	-	-	7.89	-
	281.81	224.77	1,204.76	916.79

12. Trade receivables

	(Rupees Millions)			
	Non-Current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, Considered good	212.45	402.87	2,287.79	1,855.30
Unsecured, Considered Doubtful	-	-	874.31	650.39
	212.45	402.87	3,162.10	2,505.69
Less: Provision for doubtful trade receivables	-	-	874.31	650.39
	212.45	402.87	2,287.79	1,855.30
Others (Unsecured, Considered good)				
	-	-	4,621.60	4,218.41
	212.45	402.87	6,909.39	6,073.71
Trade Receivables includes dues from companies in which Company's Non-executive director is a director				
Schneider Electric India Private Limited	-	-	273.20	268.33
Schneider Electric Lanka Private Limited	-	-	32.80	13.67

13. Inventories (valued at lower of cost and net realisable value)

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Raw materials and components (Includes in transit Rupees 196.55 Millions ; March 31, 2014 - Rupees 147.07 Millions) (refer note 18)	946.27	714.36
Work-in-progress (refer note 19)	879.49	797.62
Finished goods (Includes in transit Rupees 48.15 Millions; March 31, 2014 - Rupees Nil) (refer note 19)	291.79	494.52
Stores and spares	0.73	8.45
	2,118.28	2,014.95

14. Cash and Bank Balances

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Cash and Cash Equivalents:		
Balances with banks:		
On current accounts	1.24	7.28
On EEFC accounts	542.71	-
Cheques on hand	-	3.07
	543.95	10.35
Other bank balances	-	-
Unclaimed Dividend*	0.87	0.88
	544.82	11.23

* The company can utilize the balances only toward settlement of the respective unclaimed dividend.



15. Other current assets

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Unbilled Contract Revenue (Unsecured, considered good)	237.19	124.07
	237.19	124.07

16. Revenue from operations

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Sale of finished goods	13,080.04	10,146.15
Project revenue (Refer note 33)	743.57	2,746.88
Service revenue - Engineering and Design Services	178.97	217.16
Service revenue - Maintenance Contract Services	239.79	122.10
Other operating revenue:		
Scrap sales	88.92	76.18
Revenue from operations (gross)	14,331.29	13,308.47
Less: Excise duty*	1,228.16	1,151.96
Revenue from operations (net)	13,103.13	12,156.51

*Excise duty on sales amounting to Rupees 1,228.16 Millions (March 31, 2014 - Rupees 1,151.96 Millions) has been reduced from sales in Statement of profit and loss and excise duty on (increase)/decrease in inventory amounting to Rupees (9.09) Millions (March 31, 2014 - Rupees 3.59 Millions) has been considered as (income)/expense in Note 21 of Financial Statements.

Details of finished goods sold		
Switchgear, Ring Main Units, etc.	6,903.02	6,398.14
Transformers	3,032.53	2,552.70
Automation	1,561.49	664.16
Others	1,583.00	531.15
	13,080.04	10,146.15

17. Other income

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Excess provisions written back	28.22	12.55
Subvention from Corporate*	492.85	421.16
Foreign exchange variation income (net)	47.58	-
Bad debts recovered	66.23	-
Profit on sale of fixed assets	40.15	-
Other non-operating Income	22.35	16.62
	697.38	450.33

*Subvention from corporate was received for operational financial grant.

18. Cost of raw material and components consumed

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Inventory at the beginning of the year	714.36	541.07
Add: Purchases	9,866.11	9,237.49
	10,580.47	9,778.56
Less: inventory at the end of the year	946.27	714.36
Cost of raw material and components consumed*	9,634.20	9,064.20
*Includes Contract Costs of Rupees 666.67 Millions (March 31, 2014 - Rupees 2,505.04 Millions)		
Details of raw material and components consumed		
Ferrous	927.11	688.91
Non-Ferrous	7,625.21	1,513.86
Components and others	1,081.88	6,861.43
	9,634.20	9,064.20
Details of Inventory - Raw materials and Components		
Ferrous	98.80	78.39
Non-Ferrous	530.34	101.82
Components and others	317.13	534.15
	946.27	714.36



19. (Increase)/decrease in inventories

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Work in Progress		
At the beginning of the year	797.62	492.33
Less: At the end of the year	879.49	797.62
(Increase) / Decrease in Work in progress	(81.87)	(305.29)
Finished Goods		
At the beginning of the year	494.52	463.37
Less: At the end of the year	291.79	494.52
(Increase) / Decrease in Finished goods	202.73	(31.15)
(Increase) / Decrease in inventories	120.86	(336.44)
Details of inventory		
Work-in-progress		
Switchgear, Ring Main Units, etc.	170.48	212.32
Transformers	329.14	246.72
Automation	316.53	70.75
Others	63.34	267.83
	879.49	797.62
Finished goods		
Switchgear, Ring Main Units, etc.	189.38	275.82
Transformers	54.08	207.25
Automation	32.86	11.45
Others	15.47	-
	291.79	494.52

20. Employee benefit expense

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Salaries, wages and bonus	1,305.16	1,190.62
Contribution to provident and other fund (Including gratuity expense)	93.96	112.12
Staff welfare expenses	117.84	131.95
	1,516.96	1,434.69



21. Other expenses

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Consumption of stores and spare parts	33.63	36.82
Power and fuel	67.50	67.12
Rent	79.36	69.71
Rates and taxes	12.68	2.30
Repairs and maintenance		
-Buildings	96.82	113.61
-Plant and machinery	12.88	11.01
-Others	58.12	38.22
Insurance	41.35	39.26
Royalty and technical know-how	2.02	1.38
Directors' sitting fees	2.84	0.38
Freight and forwarding charges	228.30	191.94
Travelling and conveyance	168.70	185.94
Payment to auditors	16.28	16.35
Provision for doubtful debts / advances	223.92	226.45
Provision for warranties	106.85	151.51
Provision for Contract Loss	19.37	7.46
Bad debts / advances written off	4.84	453.71
Provision for litigation	19.82	187.49
Tangible assets written off	2.28	2.47
Trade mark fees	232.98	205.50
Management support fee	251.72	-
Data management charges	136.74	208.60
(Increase) / decrease of Excise Duty on Inventory	(9.09)	3.59
Foreign exchange variation cost (net)	-	302.52
Miscellaneous expenses	256.17	309.91
	2,066.08	2,833.25
Payment to auditors:		
for audit fee	9.15	9.15
for Tax audit fee	0.80	0.80
for Limited review	4.05	4.05
for Other services (certification fees)	0.15	0.40
for Reimbursement of expenses	2.13	1.95
	16.28	16.35

22. Depreciation and amortization expense

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Depreciation of tangible assets	248.62	227.09
	248.62	227.09

23. Finance costs

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Interest*	299.58	190.34
Bank charges	82.78	54.73
Foreign exchange variation treated as borrowing cost	2.60	15.25
	384.96	260.32

*include interest on delayed payment of statutory dues Rupees 2.62 Millions (March 31, 2014 - Nil) and interest under Micro, Small and Medium Enterprises Act Rupees 1.85 Millions (March 31, 2014 Rupees - 2.56 Millions)

24. Exceptional items

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Exceptional items	-	373.00
	-	373.00

Exceptional items represent following cost incurred on account of rationalization of Company's transformer business during the year ended March 31, 2014

- Separation cost on account of voluntary retirement scheme given to employees - Rupees 159 Millions
- Written down value of Fixed Assets written off - Rupees 126.02 Millions (Including Capital Work In Progress Written off - Rupees 3.58 Millions)
- Provision for Inventory - Rupees 36.92 Millions
- Miscellaneous unit closure provision/expenses - Rupees 51.06 Millions



25. Earnings per share (EPS)

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit/(loss) after tax	(285.40)	(1,249.27)
Weighted average number of equity shares in calculating basic EPS (No.s in Millions)	239.10	239.10
Basic / diluted EPS as reported (In Rupees)	(1.19)	(5.22)

26. Employee benefits

26.1 The company has a defined gratuity plan. Every employee who has completed five years or more of service (as per Gratuity Act) gets a gratuity on retirement at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy. The liability is provided as per actuarial valuation.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the Gratuity.

Net employee benefit expense recognized in the employee cost

	(Rupees Millions)	
	Gratuity	
	March 31, 2015	March 31, 2014
Current service cost	13.36	16.67
Interest cost on benefit obligation	12.20	11.90
Expected return on plan assets	(13.19)	(13.15)
Net actuarial (gain) / loss recognized in the year	(24.09)	(3.04)
Net benefit expense	(11.72)	12.38
Actual return on plan assets	12.30	12.00
Benefit asset/ liability		
Present value of defined benefit obligation	137.78	155.43
Fair value of plan assets	145.67	146.59
Plan asset / (liability)	7.89	(8.84)
Changes in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	155.44	160.61
Current service cost	13.36	16.67
Transfer in	-	-
Employee Contributions	-	-
Interest cost	12.20	11.90
Benefits paid	(18.23)	(29.56)
Change in Reserves	-	-
Actuarial (gains) / losses on obligation	(24.98)	(4.18)
Closing defined benefit obligation	137.78	155.44
Changes in the fair value of plan assets are as follows:		
Opening fair value of plan assets	146.59	145.13
Expected return	13.19	13.15
Contributions by employer	5.01	19.01
Transfer in	-	-
Employee Contributions	-	-
Benefits paid	(18.23)	(29.56)
Actuarial gains / (losses)	(0.89)	(1.14)
Closing fair value of plan assets	145.67	146.59

The company expects to contribute Rupees 19.70 Millions (March 31, 2014 - Rupees 17.93 Millions) to gratuity in the next year.



The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2015	March 31, 2014
Investments with insurer	100%	100%

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

	March 31, 2015	March 31, 2014
Discount rate	7.85%	9.00%
Expected rate of return on plan assets	9.00%	8.85%
Attrition rate	6.00%	9.50%
Salary escalation	5.00%	7.50%
Mortality table	IALM(2006-08)	LIC (1994-96)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

Amounts for the current period are as follows:

	(Rupees Millions)			
Gratuity	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	137.78	155.43	160.61	134.67
Plan assets	145.67	146.59	145.14	127.59
Surplus / (deficit)	7.89	(8.84)	(15.47)	(7.08)
Experience adjustments on plan liabilities	24.98	11.32	(8.45)	4.59
Experience adjustments on plan assets	(0.89)	(1.14)	(0.83)	(3.75)

The Company has adopted Accounting Standard 15 - Employee Benefits as prescribed by the Companies (Accounting Standard) Rules, 2006 w.e.f March 12, 2011 as the entity was incorporated on that date. Therefore, only four year figures have been disclosed as required by Para 120(n) of AS - 15.

26.2 The Company has defined contribution plans towards Provident Fund, Superannuation fund and ESI recognised as an expense and included in Employee benefit expense in the Statement of Profit and Loss as described in the below table

Contribution to Defined contribution Plans

	(Rupees Millions)	
Particulars	March 31, 2015	March 31, 2014
Provident fund	53.16	39.29
Superannuation fund and ESI	5.30	12.78
TOTAL	58.46	52.07

27. Leases

Operating Lease: Company as Lessee

The company has entered into non-cancellable lease for office at Noida. As per contract, this lease has an average life of nine years with renewal option and 15% escalation clause at the end of every three years.

There is an initial lock-in period of three years and after that each renewal is at the option of the lessee. There are no restrictions placed upon the company by entering into this lease.

The lease rental expense recognized in the Statement of Profit and Loss during the year in respect of this lease transaction is Rupees 55.76 Millions (March 31, 2014 - Rupees 55.86 Millions).

Future minimum rentals payable under non-cancellable operating leases are as follows:

	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Within one year	55.50	50.46
After one year but not more than five years	228.51	227.82
More than five years	56.20	122.61
	340.21	400.89

The Company has cancellable operating lease arrangements for its office premises and storage locations, with varying renewable options. Some of the lease agreements have escalation clause ranging from 5% to 15%. There are no exceptional / restrictive covenants in the lease agreements. Lease payments recognised in the statement of profit and loss for the period is Rupees 23.60 Millions (March 31, 2014 - Rupees 13.85 Millions).



28. Segment information

The Company is engaged in the business relating to product and systems for electricity distribution only, and accordingly there are no primary segments to be reported, as per Accounting Standard 17 "Segment Reporting".

The secondary segment by geographical location is given below:

	(Rupees Millions)		
	Segment Sales	Segment Assets	Capital Expenditure
India	13,316.55	13,060.66	249.00
	(12,513.64)	(11,449.05)	(310.29)
Outside India	1,014.74	403.60	-
	(794.83)	(380.01)	-
Total	14,331.29	13,464.26	249.00
	(13,308.47)	(11,829.06)	(310.29)

Amounts in parentheses are pertaining to previous year ended March 31, 2014

29. Related party disclosures

a. Names of related parties and related party relationship

Related parties where control exists

Holding company

Energy Grid Automation Transformers and Switchgears India Private Limited (formerly known as Energy Grid Automation Transformers and Switchgears India Limited)

Ultimate holding Company

Schneider Electric SA, France

Parent of holding Company

Schneider Electric Singapore Pte. Limited, Singapore

b. Related parties with whom transactions have taken place during the year:

Fellow subsidiaries

Schneider Electric India Private Limited, India	Schneider Electric Canada Inc., Canada
Schneider Electric Protection-Et Controle, France	Schneider Electric FZE, Oman (UAE)
Schneider Electric Sachsenwerk GmbH, Germany	Schneider Electric Brazil Ltda, Brazil
Schneider Electric Services International SPRL, Belgium	Schneider Electric Indonesia PT, Indonesia
Schneider Switchgear (Suzhou) Co. Ltd., China	Schneider Electric President Systems Limited (formerly known as APW President Systems Limited, India)
Schneider Electric Energy Poland SP ZOO, Poland	Schneider Electric Huadian Switchgear (Xiamen) Co. Limited, China
Schneider Electric Energy, France	Schneider Electric Taiwan Co., Limited, Taiwan
Schneider Electric (Hong Kong) Limited	Schneider Electric Energy Hungary Limited, Hungary
Schneider Electric Telecontrol, France	Schneider Electric (China) Investment Co. Ltd., Shanghai
Schneider Electric DMS Ns LLC, Serbia	Schneider Electric de Columbia, S.A., Columbia
Schneider Electric Lanka Pvt.Ltd., Sri Lanka	Schneider Electric Vietnam Limited, Vietnam
Schneider Electric Overseas Asia PTE Limited, Singapore	Schneider Electric Industries SAS, France
Schneider Electric Industries (M) SDN BHD, Malaysia	Schneider Electric (Australia) Pty Ltd., Australia
Schneider Electric Energy Manufacturing Italia Srt, Italy	Schneider Electric Nigeria Limited, Nigeria
Schneider Electric Energy UK Limited, United Kingdom	Shanghai Schneider Electric Power Automation Co. Limited, China
Schneider Electric Turkey	Schneider Electric Espana SA, Spain
Schneider Elektrik Sanayi ve Ticaret AS, Turkey	Schneider Electric Limited, United Kingdom
Telvent Energia S.A.	Vamp Limited, Finland
Telvent Tráfico y Transporte, S.A.	Manufacturas Electricas SAU, Spain
Power Measurement Ltd, Canada	S.E. Logistics Asia Pte Ltd, Singapore
Schneider Beijing M & Low Voltage Co, China	Schneider Electric Centro, USA
Schneider Electric D.O.O., Italy (Schneider Electric Spa, Italy)	Schneider Electric Dms Ns LLC, Siberia
Schneider Electric D-O-O- Croatia	Schneider Electric Energy, Malaysia
Schneider Electric Hudian Switchgear, China	Schneider Electric Espana Sau, Spain
Schneider Electric Indonesia (Pt. Schneider Electric Indonesia)	Schneider Electric Industries, UAE
Schneider Electric Overseas, Singapore	Schneider Electric Industries (M), Malaysia
Schneider Electric Taiwan Co Ltd	Schneider Electric Mexico
Schneider Electric ADH, Turkey	Shanghai Schneider Electric Power - CN5001, China
Shanghai Schneider Electric Power Automation Co Ltd-Pcw-Cn China	Schneider Electric IT Business India Pvt.Ltd
Schneider Electric South East Asia (HQ) Pte.Ltd, Singapore	
Schneider (Suzhou) Transformers Co. China	



FINANCIAL STATEMENTS SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED
NOTES TO FINANCIAL STATEMENTS

(Rupees Millions)

Particulars	Holding Company		Fellow subsidiaries		Key Management Personnel and Relatives of Key Management Personnel		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Managerial remuneration*								
Prakash Kumar Chandraker	-	-	-	-	9.11	8.05	9.11	8.05
Manish Jaiswal	-	-	-	-	6.32	-	6.32	-
Alexander Tagger	-	-	-	-	-	1.61	-	1.61
Anurag Mantri	-	-	-	-	10.40	7.88	10.40	7.88
Sameet Gambhir	-	-	-	-	3.02	-	3.02	-
Total	-	-	-	-	28.85	17.54	28.85	17.54

*The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

c. Key management personnel	Mr. Prakash Kumar Chandraker, Managing Director Mr. Manish Jaiswal, Whole time Director (June 18 2014 to March 31, 2015) Mr. Alexander Tagger, Whole time Director (Upto July 10 2013)
d. Additional related parties as per companies act 2013 with whom transactions have taken place during the year:	Mr. Vinod Kumar Dhall, Chairman and Director Mr. Ranjan Pant, Director Mr. Subramanian Vishar Vasudeven, Director Mr. Anurag Mantri, Chief Financial Officer Mr. Sameet Gambhir, Company Secretary (April 1, 2014 to Mar 14, 2015)

e. Transactions with related parties

(Rupees Millions)

Particulars	Holding Company		Fellow subsidiaries		Key Management Personnel and Relatives of Key Management Personnel		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Sale of goods								
Schneider Electric India Private Limited, India	-	-	185.95	227.89	-	-	185.95	227.89
Schneider Electric Protec Controle, France	-	-	51.30	-	-	-	51.30	-
Schneider Electric Industries-Nigeria	-	-	64.18	9.90	-	-	64.18	9.90
Schneider Electric Sachsenwerk GmbH, Germany	-	-	26.41	68.10	-	-	26.41	68.10
Schneider Electric (Honk Kong) Ltd	-	-	17.18	37.58	-	-	17.18	37.58
Schneider Electric Fze,Oman	-	-	20.82	14.49	-	-	20.82	14.49
Schneider Electric Industries (M), Malaysia	-	-	48.37	42.36	-	-	48.37	42.36
Schneider Electric Lanka Pvt-Ltd, Sri Lanka	-	-	43.75	30.03	-	-	43.75	30.03
Schneider Electric Mexico	-	-	11.38	-	-	-	11.38	-
Others	-	-	26.82	80.10	-	-	26.82	80.10
Total	-	-	496.16	510.45	-	-	496.16	510.45
Sale of services								
Schneider Electric Energy, France	-	-	44.86	8.07	-	-	44.86	8.07
Schneider Electric ESPANA SAU	-	-	0.94	1.20	-	-	0.94	1.20
Schneider Electric India Private Limited, India	-	-	30.39	68.17	-	-	30.39	68.17
Schneider Electric Industries SAS, France	-	-	98.60	101.54	-	-	98.60	101.54
Schneider Electric Protection-Et Controle, France	-	-	31.56	27.58	-	-	31.56	27.58
Others	-	-	2.09	19.33	-	-	2.09	19.33
Total	-	-	208.44	225.89	-	-	208.44	225.89
Purchase of goods								
Schneider Electric India Private Limited, India	-	-	901.18	811.00	-	-	901.18	811.00
VAMP Ltd, Finland	-	-	120.14	-	-	-	120.14	-
Schneider Electric Sachsenwerk GmbH, Germany	-	-	770.60	169.40	-	-	770.60	169.40
Schneider Electric Protec Controle, France	-	-	640.32	917.28	-	-	640.32	917.28
Schneider Switchgear (Suzhou) Co. Ltd., China	-	-	127.86	87.15	-	-	127.86	87.15
Schneider Electric D.O.O., Italy (Schneider Electric Spa, Italy)	-	-	76.74	38.66	-	-	76.74	38.66
Others	-	-	171.98	113.60	-	-	171.98	113.60
Total	-	-	2,808.82	2,137.09	-	-	2,808.83	2,137.09

(Rupees Millions)

Particulars	Holding Company		Fellow subsidiaries		Key Management Personnel and Relatives of Key Management Personnel		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Purchase of services, engineering and design expenses, manpower expenses								
Schneider Electric Dms Ns LLC, Siberia	-	-	10.44	-	-	-	10.44	-
Telvent Tráfico y Transporte, S.A, Spain	-	-	3.64	-	-	-	3.64	-
Schneider Electric Vietnam, Ltd	-	-	0.16	-	-	-	0.16	-
Schneider Electric Canada	-	-	10.17	10.35	-	-	10.17	10.35
Schneider Electric, ADH	-	-	3.47	8.64	-	-	3.47	8.64
Schneider Electric Energy, Poland	-	-	-	1.09	-	-	-	1.09
Schneider Electric Industries SAS, France	-	-	31.22	38.93	-	-	31.22	38.93
Schneider Electric India Private Limited, India	-	-	108.07	85.65	-	-	108.07	85.65
Total	-	-	167.17	144.66	-	-	167.17	144.66
Reimbursement by the company								
Schneider Electric Industries SAS, France	-	-	21.11	-	-	-	21.11	-
Schneider Electric Canada	-	-	3.18	-	-	-	3.18	-
Schneider Electric Protection-Et Controle, France	-	-	44.39	0.83	-	-	44.39	0.83
Schneider Electric Pty Ltd., Australia	-	-	0.16	4.16	-	-	0.16	4.16
VAMP Ltd, Finland	-	-	3.12	-	-	-	3.12	-
Total	-	-	71.96	4.99	-	-	71.96	4.99
Reimbursement to the company								
Schneider Electric Industries SAS, France	-	-	8.36	-	-	-	8.36	-
Schneider Electric Canada	-	-	3.18	-	-	-	3.18	-
Schneider Electric Pty Ltd., Australia	-	-	0.16	0.83	-	-	0.16	0.83
VAMP Ltd, Finland	-	-	3.12	4.16	-	-	3.12	4.16
Total	-	-	14.82	4.99	-	-	14.82	4.99
Sitting fees paid to directors								
Vinod Kumar Dhall	-	-	-	-	1.02	0.14	1.02	0.14
Ranjan Pant	-	-	-	-	0.94	0.14	0.94	0.14
Subramanian Vishar Vasudeven	-	-	-	-	0.88	0.10	0.88	0.10
Total	-	-	-	-	2.84	0.38	2.84	0.38
Rent								
Schneider Electric India Private Limited, India	-	-	13.15	0.97	-	-	13.15	0.97
Total	-	-	13.15	0.97	-	-	13.15	0.97
Interest expenses								
Schneider Electric IT Business India Pvt Ltd	-	-	153.10	127.80	-	-	153.10	127.80
Energy Grid Automation Transformers and Switchgears India Private Limited	33.42	-	-	-	-	-	33.42	-
Total	33.42	-	153.10	127.80	-	-	186.52	127.80
Subvention income from corporate								
Schneider Electric Singapore Pte. Ltd, Singapore	-	-	492.85	-	-	-	492.85	-
Schneider Electric Services International SPRL, Belgium	-	-	-	421.16	-	-	-	421.16
Total	-	-	492.85	421.16	-	-	492.85	421.16
Management support fee								
Schneider Electric South East Asia (HO) Pte.Ltd,Singapore	-	-	251.72	-	-	-	251.72	-
Total	-	-	251.72	-	-	-	251.72	-
Trademark fees paid								
Schneider Electric Services International SPRL, Belgium	-	-	232.98	205.50	-	-	232.98	205.50
Total	-	-	232.98	205.50	-	-	232.98	205.50
Data management charges paid								
Schneider Electric Industries SAS, France	-	-	105.68	165.35	-	-	105.68	165.35
Schneider Electric India Private Limited, India	-	-	30.43	43.25	-	-	30.43	43.25
Total	-	-	136.11	208.60	-	-	136.11	208.60



FINANCIAL STATEMENTS SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED
NOTES TO FINANCIAL STATEMENTS

Particulars	Holding Company		Fellow subsidiaries		Key Management Personnel and Relatives of Key Management Personnel		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Sale of fixed assets								
Schneider Electric India Private Limited, India	-	-	4.63	-	-	-	4.63	-
Total	-	-	4.63	-	-	-	4.63	-
Purchase of tangible fixed assets								
Schneider Electric India Private Limited, India	-	-	0.95	0.28	-	-	0.95	0.28
Total	-	-	0.95	0.28	-	-	0.95	0.28

f. Balances outstanding at the year end

Particulars	Holding Company		Fellow subsidiaries		Key Management Personnel and Relatives of Key Management Personnel		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Trade receivables								
Schneider Electric India Private Limited, India	-	-	273.20	268.33	-	-	273.20	268.33
Schneider Electric Protec Controle, France	-	-	57.19	39.45	-	-	57.19	39.45
Schneider Electric Sachsenwerk GmbH, Germany	-	-	32.66	46.67	-	-	32.66	46.67
Schneider Electric Lanka Pvt-Ltd, Sri Lanka	-	-	32.80	13.67	-	-	32.80	13.67
Schneider Electric Industries SAS, France	-	-	46.75	60.40	-	-	46.75	60.40
Schneider Electric Industries-Nigeria (Schneider Electric nigeria Ltd)	-	-	65.19	11.52	-	-	65.19	11.52
Others	-	-	88.77	122.91	-	-	88.77	122.91
Total	-	-	596.56	562.95	-	-	596.56	562.95
Trade payables								
Schneider Electric India Private Limited, India	-	-	622.14	1,062.60	-	-	622.14	1,062.60
Schneider Electric Protec Controle, France	-	-	929.45	1,379.09	-	-	929.45	1,379.09
Schneider Electric Sachsenwerk GmbH, Germany	-	-	266.74	253.40	-	-	266.74	253.40
Schneider Electric Services International SPRL, Belgium	-	-	445.16	234.48	-	-	445.16	234.48
Schneider Electric Industries SAS, France	-	-	-	80.86	-	-	-	80.86
Schneider Electric South East Asia (HQ) Pte.Ltd	-	-	224.72	-	-	-	224.72	-
Others	-	-	385.64	341.18	-	-	385.64	341.18
Total	-	-	2,873.85	3,351.61	-	-	2,873.85	3,351.61
Borrowings								
Schneider Electric IT Business India Private Ltd	-	-	1,900.00	1,900.00	-	-	1,900.00	1,900.00
Energy Grid Automation Transformers and Switchgears India Private Limited	470.00	-	-	-	-	-	470.00	-
Total	470.00	-	1,900.00	1,900.00	-	-	2,370.00	1,900.00
Interest accrued but not due								
Schneider Electric IT Business India Pvt Ltd	-	-	138.54	39.94	-	-	138.54	39.94
Energy Grid Automation Transformers and Switchgears India Private Limited	28.07	-	-	-	-	-	28.07	-
Total	28.07	-	138.54	39.94	-	-	166.61	39.94
Advances recoverable in cash or in kind								
Schneider Electric Industries SAS, France	-	-	12.75	-	-	-	12.75	-
VAMP Ltd, Finland	-	-	3.12	-	-	-	3.12	-
Total	-	-	15.87	-	-	-	15.87	-

30. Capital and other commitments

- a. At March 31, 2015, the company has commitments of Rupees 89.86 Millions (March 31, 2014: Rupees -140.87 Millions) relating to purchase of tangible fixed assets.
- b. There are no significant other commitments.



31. Contingent Liabilities

- a. Post demerger, Company and ALSTOM T&D India Limited (ALSTOM) have bifurcated the total outstanding demands of Excise/ Service Tax and Sales tax in accordance with the arrangement agreed between the two Companies. Accordingly, ALSTOM is contesting the total outstanding demands, before various appellate authorities, including the share of the Company.
- (i) Total outstanding demands of Excise / Service tax aggregates to Rupees 270.53 Million out of which Company share is Rupees 65.35 Million. The Company has considered NIL demand as contingent as at March 31, 2015, net of provisions of Rupees 59.74 Million.
(March 31, 2014- Total outstanding demands of Excise / Service tax aggregates to Rupees 277.81 Million out of which Company share is Rupees 67.27 Million. The Company has considered demands amounting to Rupees NIL demand as contingent, net of service tax provision of Rupees 50.45 Million)
The deposits pertaining to Excise/ Service tax considered as contingent aggregates to Rupees 17.92 Million (March 31, 2014 - Rupees 17.92 Million).
- (ii) Total outstanding demands of Sales Tax aggregates to Rupees 2,277.29 Million out of which Company share is Rupees 699.44 Million. The Company has considered demands amounting to Rupees 428.34 Million as contingent, net of provisions of Rupees 270.81 Million.
(March 31, 2014- Total outstanding demands of Sales Tax aggregates to Rupees 2,193.17 Million out of which Company share is Rupees 628.19 Million. The Company has considered demands amounting to Rupees 397.92 Million as contingent, net of provisions of Rupees 227.43 Million).
The deposits pertaining to Sales tax cases considered as contingent aggregates to Rupees 224.11 Million (March 31, 2014- Rupees 160.15 Million)
- b. For the demands pertaining to the Company only (with no ALSTOM share being there), the Company has considered Excise/ Service Tax demands amounting to Rupees 368.87 Million as contingent, net of provisions of Rupees 10.34 Million. (March 31, 2014 - Rupees 361.59 Million, net of provision of Rupees 10.34 Million).
The deposits pertaining to Excise/ Service tax considered as contingent aggregates to Rupees 0.02 Million (March 31, 2014 - Rupees 2 Million).
- c. For the demands pertaining to the Company only (with no ALSTOM share being there), the Company has considered Sales Tax demands amounting to Rupees 159.97 Million as contingent, net of provisions of Rupees 49.97 Million. (March 31, 2014 - Rupees 144.81 Million, net of provision of Rupees 74.59 Million).
The deposits pertaining to Sales Tax cases considered as contingent aggregates to Rupees 5.85 Million. (March 31, 2014- Rupees 8.91 Million).
- d. For the demands pertaining to the Company only (with no ALSTOM share being there), the Company has considered Custom tax demands amounting to Rupees 5.59 Million as contingent, net of provisions of Rupees NIL Million. (March 31, 2014 - NIL)
The Company has preferred appeals against the above demands which is pending before various appellate authorities, and has been advised by the reputed professional advisers, engaged by it, that there are reasonable chances of success in these appeals.

32. Forward cover instruments and unhedged foreign currency exposure

Particulars	Currency	(Rupees Millions)		Purpose
		Foreign Currency	Indian Currency	
a. Forward covers outstanding				
Buy	USD	-	-	To hedge Import purchases and loans
		(3.27)	(209.13)	
Buy	Euro	2.41	199.52	To hedge Import purchases and loans
		(12.34)	(1,093.29)	
Buy	CHF	-	-	To hedge Import purchases and loans
		(0.61)	(43.16)	
b. Particulars of unhedged foreign currency exposure				
Trade payables	USD	2.35	146.65	
		(7.64)	(459.21)	
	EUR	23.09	1,513.81	
		(15.91)	(1,318.47)	
	Others	0.26	13.67	
		(0.24)	(22.34)	
Trade receivables	USD	3.21	200.49	
		(2.64)	(158.37)	
	Euro	3.69	248.14	
		(3.00)	(248.47)	
Borrowings	USD	8.25	515.63	
		(1.99)	(122.68)	
	EUR	-	-	
		(0.63)	(48.76)	
EEFC account	USD	0.07	4.35	
		-	-	
	EUR	8.01	538.36	
		-	-	

Amounts in parentheses are pertaining to Previous Year ended March 31, 2014



33. Disclosure pursuant to AS - 7 - "Construction Contracts"

Particulars	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Contract revenue recognised for the year	743.57	2,746.88
Aggregate amount of contract costs incurred and recognised profits (less recognised losses) for all contracts in progress upto the reporting date	880.97	5,612.28
Gross amount due from customers for contracts in progress	232.63	127.46
Gross amount due to customers for contracts in progress	26.75	522.91
Amount of advances received	-	238.17
Amount of retentions	107.86	408.33

34. Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

Particulars	(Rupees Millions)	
	March 31, 2015	March 31, 2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to micro, small and medium enterprises	31.19	22.51
Interest due on above	1.85	2.56
	33.04	25.07
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	4.54
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	14.60	12.75
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006	-	-

35. Earnings in foreign exchange (accrual basis)

Particulars	(Rupees Millions)	
	March 31, 2015	March 31, 2014
FOB value of exports	819.06	546.58
Subvention from corporate	492.85	421.16
Other service income	195.68	149.07
	1,507.60	1,116.81

36. Value of imports calculated on CIF basis

Particulars	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Raw materials and Components	2,659.49	2,173.09
Store and Spare parts	4.77	-
Capital goods	0.36	-
	2,664.62	2,173.09

37. Expenditure in foreign currency (accrual basis)

Particulars	(Rupees Millions)	
	March 31, 2015	March 31, 2014
Travelling	24.01	25.22
Royalty and technical know-how	2.02	1.38
Trademark fees	232.98	205.50
Management support fee	251.72	-
Data management charges	105.68	165.35
Others	154.05	142.31
	770.46	539.76



38. Imported and indigenous raw materials, components and spare parts consumed

		(Rupees Millions)		
	% of total consumption	March 31, 2015 Value	% of total consumption	March 31, 2014
Raw Materials and Components				
Imported	27%	2,631.15	22%	1,981.73
Indigenous	73%	7,003.05	78%	7,082.47
	100%	9,634.20	100%	9,064.20
Stores and Spare parts				
Imported	7%	2.20	0%	-
Indigenous	93%	31.43	100%	36.82
	100%	33.63	100%	36.82

39. During the year the Company has got approval from Central Government for compounding of certain transactions of purchase and sales of goods and availing and rendering of services with a company covered under section 297 of the Companies Act, 1956 pertaining to goods transactions prior to March 6, 2013 and services transactions prior to April 1, 2013.

40. The Company follows Accounting Standard - 22 "Accounting for Taxes on Income" as notified by the Company Accounting Standards Rules, 2006 (as amended). The Company has net deferred tax assets primarily consisting of unabsorbed depreciation and carry forward losses. However, the subsequent realization of such amount is not virtually certain in near future and the management is of the view that it is prudent not to recognize deferred tax assets.

41. Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For and on behalf of the Board of Directors of
Schneider Electric Infrastructure Limited

For S.R.Batilboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E

Per Manoj Kumar Gupta
Partner
Membership No.83906

Prakash Kumar Chandraker
Managing Director

Anil Chaudhry
Director

Anurag Mantri
Chief Financial Officer

Anil Rustgi
Company Secretary

Place: New Delhi
Date: 15th May, 2015

