

SEIL/Sec./SE/2021-22/37

August 20, 2021

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051
Fax # 022-2659 8237/8238/8347/8348

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039

Symbol: SCHNEIDER

Scrip Code No. 534139

Sub: Notice of the 11th Annual General Meeting scheduled to be held on Tuesday, September 14, 2021, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and the Annual Report for the Financial Year 2020-21 and matters related thereto

Dear Sir/Madam,

This is to inform you that the 11th Annual General Meeting (“AGM/Meeting”) of the Company is scheduled to be held on Tuesday, September 14, 2021 at 3:30 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in accordance with the General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “**Relevant Circulars**”), to transact the businesses set out in the Notice of the 11th AGM dated August 12, 2021 (“**Notice**”).

The calendar of events related to the AGM is detailed below:

Event	Day & Date	Time
Cut-off date to vote on AGM resolutions	Tuesday, September 7, 2021	-
e-Voting commencement date	Saturday, September 11, 2021	9:00 a.m. (IST)
e-Voting closure date	Monday, September 13, 2021	5:00 p.m. (IST)
AGM date	Tuesday, September 14, 2021	3.30 p.m. (IST)

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Annual Report for the Financial Year 2020-21 along with the Notice is attached. The same is being sent electronically to the shareholders of the Company today, i.e. August 20, 2021.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and the provisions of Listing Regulations, the Register of Members and

Schneider Electric Infrastructure Limited

Corp. Office: 9th Floor, DLF Building No.10.Tower C, DLF Cyber City, Phase II, Gurgaon – 122002, India; Tel: +91 124 7152300; Fax.: +91 (0) 124-422 2036; www.schneider-infra.in

Regd. Office: Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod Vadodara -391510, Gujarat; Tel: +91 02668 664300 Fax: +91 664621; CIN: L31900GJ2011PLC064420

Share Transfer Books of the Company will remain closed from Wednesday, September 8, 2021 to Tuesday, September 14, 2021 (both days inclusive) for the purpose of the AGM.

The aforesaid documents are also available on website of the Company at www.schneider-infra.in.

We request you to kindly take the above on record.

Thanking you.

Yours Sincerely,
For **Schneider Electric Infrastructure Limited**

(Bhumika Sood)
Company Secretary and Compliance Officer
Encl: As above



Notice of

Schneider Electric Infrastructure Limited

11th Annual General Meeting 2021



www.schneider-infra.in

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420

Regd. Office: Milestone 87, Vadodara-Halol Highway, Village Kotambi,

Post Office Jarod, Vadodara 391 510, Gujarat

Phone: 02668 664466 / 664300, Fax: 02668 664621

Website: www.schneider-infra.in; E-mail: company.secretary@schneider-electric.com

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting ("**AGM/Meeting**") of the Members of **Schneider Electric Infrastructure Limited ("Company")** will be held on Tuesday, 14th day of the September 2021 at 3:30 p.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Anil Chaudhry (DIN: 03213517), who retires by rotation and, being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Chaudhry (DIN: 03213517), who retires by rotation at this Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Non-Executive Director of the Company effective from May 1, 2021 and in this regard, pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) Mr. Amol Phatak (DIN:09149703) who was appointed as an Additional Director with effect from May 1, 2021, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Board who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

4. To consider appointment of Mr. Amol Phatak (DIN: 09149703) as a Whole-Time Director of the Company in professional capacity effective from August 12, 2021 and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Amol Phatak (DIN: 09149703) who was appointed as an Additional Director with effect from May 1, 2021 and designated as Whole-Time Director with effect from August 12, 2021, by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office up to the date of 11th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-

enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Amol Phatak (DIN: 09149703) as the Whole-Time Director for a period of 3 (three) years with effect from August 12, 2021 till August 11, 2024 in professional capacity, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Amol Phatak, the terms and conditions of appointment and/or remuneration as per the Company policy for annual assessments and increments.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

5. To consider appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as Managing Director and Chief Executive Officer of the Company in professional capacity effective from May 1, 2021 and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the provisions of the Articles of Association of the Company, Mr. Sanjay Sudhakaran (DIN: 00212610), who was appointed as an Additional Director and designated as Managing Director and Chief Executive Officer with effect from May 1, 2021 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of 11th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of Central Government (if required) or such other sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sanjay Sudhakaran (DIN: 00212610) as the Managing Director and Chief Executive Officer, in professional capacity, for a period of 5 (five) years with effect from May 1, 2021 till April 30, 2026 and payment of remuneration to Mr. Sanjay Sudhakaran for a period of 3 (three) years with effect from May 1, 2021 till April 30, 2024, on the terms and conditions of appointment and remuneration as contained in the appointment agreement/letter, material terms of which are set out in the statement under Section 102(1) of the Act, attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorised to alter and vary, from time to time, during the tenure of appointment of Mr. Sanjay Sudhakaran, the terms and conditions of appointment and/or remuneration as per the Company policy for annual assessments and increments.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps in their absolute discretion as may deem necessary, expedient and desirable to give effect to this resolution."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2022 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Shome & Banerjee, Cost Auditors, Kolkata (Firm Registration No. 000001), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified."

7. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP) Scheme (the Scheme) of the Ultimate Holding Company, Schneider Electric SE, France, and to ratify the financial assistance provided by the Company pursuant to the Scheme to the employees of the Company during the year 2021-22.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make modification(s), suspend, withdraw or revive the Scheme as suggested by Schneider Electric SE, France, from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person(s) who are/will be in the employment of the Company including Managing Director, Whole-Time Director(s), Executive Director(s), Non-Executive Non-Independent Director(s), Key Managerial Personnel of the Company and to approve such number of shares and at such price, in such manner, during such period in one or more tranches as it may deem fit under the Scheme.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any Committee of Directors or to any officer of the Company to give effect to this resolutions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt, whatsoever, as may arise with respect to the Scheme.”

8. To consider and approve Material Related Party Transaction with Schneider Electric Sachsenwerk GmbH and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, the approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/ arrangement(s)/ transaction(s) for sale, purchase of goods, material etc. and rendering/ providing/availing services / Cost recharge/ reimbursement with Schneider Electric Sachsenwerk GmbH, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, subject to a maximum aggregate value of ₹ 2500 Million (Rupees Twenty Five Hundred Million Only) annually in any financial year with the said related party, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee and/or the Board of Directors be and are hereby severally authorized, with power to sub-delegate, negotiate, modify, finalize, execute necessary documents and take all steps as may be necessary in order to effectively implement and execute the transaction and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Schneider Electric Infrastructure Limited

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
Place: Gurugram

Regd. Office: Milestone 87,
Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses to be transacted at the 11th AGM, is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on August 12, 2021 considered that the special businesses under Item Nos. 3 to 8, being unavoidable, be transacted at the 11th Annual General Meeting (“11th AGM”) of the Company.

2. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 11TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

- a. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021 respectively (collectively referred to as "SEBI Circulars"), allowed conducting of the Annual General Meeting for the year 2021 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue.

Accordingly, this 11th AGM is being convened electronically through VC/OAVM in compliance with applicable provisions of the Act read with relevant rules issued thereunder, Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 ("the Listing Regulations"), MCA Circulars and SEBI Circulars and hence, Members can attend and participate in 11th AGM through VC/ OAVM facility being provided by the Company.

- b. In terms of the MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 11th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 11th AGM through VC/OAVM and e-Voting during the 11th AGM.
- c. Members attending the 11th AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. The deemed venue for the 11th AGM shall be the Registered Office of the Company at Milestone-87, Vadodara - Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat.
- e. KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting and for participation in the 11th AGM through VC/OAVM and e-Voting during the 11th AGM.
- f. The 11th AGM to be conducted through VC/OAVM allows two-way teleconferencing for the ease of participation of the Members. Members may join the 11th AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 3:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 11th AGM on Tuesday, September 14, 2021.
- g. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of atleast 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 11th AGM without any restriction on account of first-come-first-serve principle.
- h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the businesses to be transacted at the 11th AGM and facility for those Members participating in the 11th AGM to cast vote through e-Voting system during the 11th AGM.
- i. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 11th AGM along with the Annual Report 2020-21 is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, August 13, 2021, i.e. the Record Date fixed by the Company for the purpose of sending the Notice of the 11th AGM and Annual Report 2020-21 to the Members of the Company.

In line with the MCA Circulars and SEBI Circulars, the Members may note that the Notice of 11th AGM and Annual Report 2020-21 will also be available on the Company's website at www.schneider-infra.in, websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech, i.e. <https://evoting.kfintech.com>.

j. Since the 11th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 11th AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company at company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co or to Kfintech at evoting@kfintech.com.
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the company.secretary@schneider-electric.com or Registrar & Share Transfer Agent, M/s. CB Management Services (P) Limited (RTA) at subhabrata@cbmsl.co or to Kfintech at evoting@kfintech.com.

4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 11TH AGM ARE AS UNDER:

- a. Upon declaration by the Chairman about the commencement of e-voting at 11th AGM, Members shall click on the "Thumb sign" on the left bottom corner of the video screen for voting at the 11th AGM, which will take them to the "Instapoll" page.
- b. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c. Only those Members, who will be present in the 11th AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 11th AGM.
- d. The Members who have cast their vote by remote e-Voting prior to the 11th AGM may also participate in the 11th AGM through VC/ OAVM but shall not be entitled to cast their vote again.

5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 11TH AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Members will be provided with a facility to attend the 11th AGM through video conferencing platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-Voting credentials. The link for 11th AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- b. Please note that the Members who do not have User ID and Password for e-Voting or who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further Members will be required to allow Camera, if any, and hence use internet with a good speed to avoid any disturbance during the Meeting.
- e. While all efforts will be made to make the VC/OAVM meeting smooth, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- f. Members, who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the 11th AGM, during the 11th AGM, will have to visit <https://emeetings.kfintech.com/> and click on "Post your Questions" or register themselves as Speaker by clicking on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The Speaker Registration or the option for posting the questions shall be available from Saturday, September 11, 2021 from 9 a.m. (IST) till Monday, September 13, 2021 upto 5 p.m. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 11th AGM.
- g. A video guide assisting the members attending the 11th AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
- h. Members who need technical assistance before or during the 11th AGM, can contact KFintech at evoting@kfintech.com or helpline at 1800 309 4001 (toll free).
- i. Institutional Investors who are Members of the Company, are encouraged to attend through VC/AOVM Facility and vote in the 11th AGM through remote e-Voting.

6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- a. The remote e-Voting will be available during the following period:

Commencement of remote e-Voting	From 9:00 a.m. (IST) on Saturday, September 11, 2021
End of remote e-Voting	Upto 5:00 p.m. (IST) on Monday, September 13, 2021

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFintech upon expiry of aforesaid period. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- b. Members whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, September 7, 2021, i.e. the "Cut-off Date" shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 11th AGM. Any person who is not a Member on the Cut-off Date should treat the Notice for information purposes only.
- c. In compliance with Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting facility provided by listed companies, the individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.

Login method for e-voting:

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I. Individual members (holding securities in demat mode) login through Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS e-Services</p> <ol style="list-style-type: none"> URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with user id and password. Option will be made available to reach e-Voting page without any further authentication. Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Select "Register Online for IDeAS" Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields.
<p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> URL: www.cdslindia.com Provide demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.

II. Individual Members (holding securities in demat mode) login through their Depository Participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

III. Login method for Non-Individual Members and Members holding securities in Physical Form

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Schneider Electric Infrastructure Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at rupesh@cacsindia.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFintech on 1800 345 4001 (toll free).

7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 11th AGM and hold shares as of the Cut-off Date can obtain the login ID and password by sending a request at evoting@kfintech.com or company.secretary@schneider-electric.com. However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. Mr. Rupesh Agarwal, Managing Partner, M/s.Chandrasekaran Associates, Company Secretaries, (ACS 16302 and CP 5673) has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- e. During the 11th AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 11th AGM, formally propose to the Members participating through VC/OAVM to vote on the resolutions as set out in the Notice of the 11th AGM and announce starting of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 11th AGM.
 - f. The Scrutiniser shall after the conclusion of e-Voting at the 11th AGM, first download the votes cast at the 11th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairman or a person authorised by him, within forty eight (48) hours from the conclusion of the 11th AGM, who shall then countersign and declare the Results of the voting forthwith.
 - g. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.schneider-infra.in and on the website of KFintech at <https://evoting.kfintech.com/> immediately after the declaration of Results by the Chairman or a person authorised by him. The Results shall also be immediately forwarded to the BSE and NSE.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 8, 2021 to Tuesday, September 14, 2021 (both days inclusive).
 9. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every annual general meeting has been done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of M/s. S N Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045), Statutory Auditors, who were appointed to hold office from the conclusion of the 10th Annual General Meeting for a term of consecutive five years till conclusion of the 15th Annual General Meeting.
 10. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.
 11. The relevant information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure, in terms of Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI are annexed as Annexure-I to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder. Statement of additional details as required under Schedule V Part II Section II of the Act is attached as Annexure- II of this Notice.
 12. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
 14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with the RTA.
 15. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Members holding shares in physical form are advised and requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard.
 16. Appeal to Shareholders:

DEMAT

Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandates holding of shares in demat except in case of transmission or transposition. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.

REGISTRATION OF NOMINATION AND BANK MANDATE

Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.

ELECTRONIC COMMUNICATION

All notices, financial statements, annual report etc. can be sent to the Members electronically as notified in the Act and Rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations and also supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.

GENERAL REQUEST

- At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as and when required;
 - Deal only with SEBI registered intermediaries and obtain a valid Contract Note/ Confirmation Memo from the broker/ sub-broker, within 24 hours of execution of the trade;
 - Do not share your demat account login and password and retain the relevant instruction slips in safe custody;
 - Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.
17. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" and the term "AGM" and "Meeting" are used interchangeably.
18. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at company.secretary@schneider-electric.com.
19. In adherence to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the ("IEPF Rules"), the shares on which dividends have not been claimed and unclaimed dividend, for 7 (seven) consecutive years were transferred in favor of IEPF Authority, during the financial year 2019-2020.

The details of the unclaimed dividends and shares transferred to IEPF during the year 2019-2020 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of unclaimed shares transferred
2011-12	843,224	1,460,797
Total	843,224	1,460,797

No unclaimed dividends and shares were transferred to IEPF Authority during the financial year 2020-21.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

The following Statement sets out all material facts relating to the Business(es) mentioned in the Notice:

ITEM NO. 3 and 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of your Company in its meeting held on April 16, 2021, appointed Mr. Amol Phatak (DIN: 09149703) as an Additional Director in the capacity of Non-Executive Non-Independent Director, liable to retire by rotation, with effect from May 1, 2021.

Thereafter, the Board of Directors of the Company in its meeting held on August 12, 2021 approved change in designation of Mr. Amol Phatak from Non-Executive Non-Independent Director to Whole Time Director in professional capacity for a term of 3 (three) years with effect from August 12, 2021 till August 11, 2024.

The principal terms and conditions of appointment and remuneration of Mr. Amol Phatak as the Whole-Time Director (hereinafter referred to as the 'WTD') are as under:

a) **Salary, Perquisites and Allowances per annum:**

Components	Amount (in ₹) p.a.
Salary	7,881,025/-
Target Short Term Incentive Plan (STIP)	1,970,256/-
Other Perks & Allowances	As per Company Policy

The perquisites and allowances, as aforesaid, may include, as per Company policy, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- (b) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Amol Phatak, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.
- (c) It is clarified that any stock options (from Company or under group policy) granted / to be granted to Mr. Amol Phatak, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- (d) **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and other expenses on Company's business shall be reimbursed at actuals and not considered as perquisites.
- (e) **Retiral Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (f) **General Terms of Appointment:**
- As the WTD, Mr. Amol Phatak will carry out such functions, exercise such powers and perform such duties as the Board of Directors/ Managing Director of the Company shall from time to time in their absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
 - The WTD shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act regarding duties of directors.
 - The WTD shall adhere to the Company's Principles of Responsibility - Code of Conduct.
 - The office of the WTD may be terminated by the Company or by him by giving notice as per Company Policy.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Amol Phatak along with the terms of remuneration, requires approval of the Members by way of Special Resolution.

The Company has received a notice from a member in terms of Section 160 of the Act signifying their intention to propose the candidature of Mr. Phatak for the office of Director of the Company.

The Company has received from Mr. Amol Phatak with respect to his appointment as a Director of the Company, (a) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (b) declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, and (c) confirmation that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Amol Phatak has around 33 years of professional work experience and has held leadership positions in Siemens, Aрева and Schneider. He is graduated in Production Engineering and Executive Management Program from IIM, Bangalore. Your Board of Directors is of the opinion that Mr. Phatak's vast knowledge and varied experience will be of great value to the Company.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any,

direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.

Mr. Amol Phatak fulfils these conditions.

The terms as set out in the resolution and the statement under Section 102 of the Act may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Phatak under Section 190 of the Act.

The other details of Mr. Phatak in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - II on General Meeting issued by the Institute of Company Secretaries of India is annexed to this Notice as Annexure - I.

Details as required under Schedule V Part II Section II of the Act are captured in Annexure- II.

Copy of the resolution and statement setting out the terms and conditions of Mr. Phatak's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.

Save and except Mr. Phatak, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the accompanying Notice of the 11th AGM.

The Board of Directors accordingly recommends the Ordinary Resolution and Special Resolution set out at Item No. 3 and 4 respectively of the Notice for the approval of the Members.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee at their meeting held on April 16, 2021 appointed Mr. Sanjay Sudhakaran (DIN:00212610) as Additional Director, designated as Managing Director & Chief Executive Officer, in professional capacity for a term of 5 (five) years with effect from May 1, 2021 till April 30, 2026.

As an Additional Director, Mr. Sudhakaran holds office upto the date of 11th AGM and the Company has received a notice in terms of Section 160 of the Act, from a Member signifying intention to propose Mr. Sudhakaran's appointment as a Director.

The principal terms and conditions of appointment and remuneration of Mr. Sanjay Sudhakaran as the Managing Director & Chief Executive Officer (hereinafter referred to as the 'MD & CEO') are as under:

In terms of the provisions of Section 197 read with Schedule V Part II Section II of the Act, the remuneration mentioned hereinunder payable to Mr. Sudhakaran is placed for approval of shareholders for a term not exceeding 3 (three) years irrespective of the tenure of his appointment.

(a) Salary, Perquisites and Allowances per annum:

Components	Amount (in ₹) p.a.
Salary	11,630,000/-
Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Medicaid Policy etc.	Covered under hospitalisation insurance; group term life and accident insurance. Eligible for paid leave per co. guidelines
Target Short Term Incentive Plan (STIP)	4,070,500/-
Amenities including fully Furnished Accommodation, car benefit	800,000 per year – Car Allowance (entitled for this amount / lease rental value per year)

The perquisites and allowances, as aforesaid, may include, as per Company policy, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Sanjay Sudhakaran, as may be determined by the Board and / or the NRC of the Board, shall be in addition to the remuneration under (a) above.

- (c) It is clarified that any stock options (from Company or under group policy) granted / to be granted to Mr. Sanjay Sudhakaran, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- (d) **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and other expenses on Company's business shall be reimbursed at actuals and not considered as perquisites.
- (e) **Retiral Benefits:** The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (f) **General Terms of Appointment:**
 - i. As the MD & CEO, Mr. Sanjay Sudhakaran will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
 - ii. The MD & CEO shall, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company and the functions of the MD & CEO will be under the overall authority of the Board of Directors.
 - iii. Subject to the superintendence, control and direction of the Board, MD & CEO shall have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company and shall have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
 - iv. The MD & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act regarding duties of directors.
 - v. The MD & CEO shall adhere to the Company's Principles of Responsibility - Code of Conduct.
 - vi. The office of the MD & CEO may be terminated by the Company or by him by giving notice as per Company Policy.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Sanjay Sudhakaran along with the terms of remuneration, requires approval of the Members by way of Special Resolution.

The Company has received from Mr. Sanjay Sudhakaran with respect to his appointment as a Director of the Company, (a) his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014; (b) declaration in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, and (c) confirmation that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates.

Mr. Sanjay Sudhakaran fulfils these conditions.

The terms as set out in the resolution and the statement under Section 102 of the Act may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Sudhakaran under Section 190 of the Act.

Details pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Details as required under Schedule V Part II Section II of the Act are captured under Annexure- II.

Copy of the resolution and statement setting out the terms and conditions of Mr. Sudhakaran's appointment would be available for inspection by the Members electronically and shall remain open for inspection at the 11th AGM.

Save and except Mr. Sanjay Sudhakaran, being appointee, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice of 11th AGM for the approval of the members.

ITEM NO. 6

On the recommendation of Audit Committee, the Board of Directors at their Meeting held on June 23, 2021, approved the appointment of M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001), as Cost Auditors to conduct the audit of the cost records of the Company for Financial Year 2021-22 at a remuneration of INR 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice of the 11th AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary resolution as set out at Item No. 6 of the Notice of 11th AGM for approval of the Members.

ITEM NO. 7

The Members may note that Schneider Electric at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan (WESOP) Scheme ("the Scheme") whereby employees of the Schneider Group have the option to subscribe the shares of Schneider Electric SE, France ("SE France"), the ultimate holding company as employees of the group company(ies).

The Scheme is available worldwide for Schneider Electric Group Employees as part of Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees to inculcate a sense of participation in the fortunes of the Company.

SE France is ultimate holding company of your Company. Accordingly, employees of the Company are also entitled to subscribe shares of SE France.

The Board of Directors of your Company in its meeting held on June 23, 2021 approved participation of employees of the Company including Directors except Independent Director and Key Managerial Personnel except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Act and the rules made thereunder.

The Scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The full scheme is available for inspection by the members electronically and shall remain open during the 11th AGM.

All the Directors and Key Managerial Personnel of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the Special Resolution set out in Item No. 7 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice of 11th AGM for the approval of the Members.

ITEM NO. 8

The Members may note that the Company has undertaken transaction for supply of Gas Insulated Switchgear (GIS) products with one of its sister concerns, Schneider Electric Sachsenwerk GmbH (SESG) during the course of this ongoing financial year 2021-22, in the ordinary course of business and on arm's length basis.

The Company's management has seen a growth in the demand of its GIS products and has booked orders worth ₹ 270 Million during first 3 (Three) months of this financial year. The Management expects growth in its business and increase in the orders amounting to atleast ₹ 2500 Million. The said proposed transactions are expected to be long term in nature and will help the Company in exploring new market for sale of its products.

The transactions for sale of GIS products of the Company are expected to exceed the material related party limit of 10% of annual turnover in financial year 2021-22 and onwards.

The Members may further note that pursuant to Section 188 of the Act and Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the aggregate value of the transaction(s) with SESG will exceed the said threshold limit prescribed for materiality and hence approval of the shareholders is being sought for the said material related party transactions proposed to be entered into by your Company with SESG in any financial year.

The disclosures under Rule 15(3)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, is tabled herewith:

S. No.	Particulars	Information
1.	Name of the Related Party	Schneider Electric Sachsenwerk GmbH
2.	Name of the Director or key managerial personnel who is related, if any	NA
3.	Nature of relationship	Sister Concern
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	As per Annexure A
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

Annexure A

Nature	Particulars of the contracts and the material terms	Term of the Contracts	Monetary value
contract(s)/arrangement(s)/ transaction(s) for sale, purchase of goods, material, equipment etc. and to provide / rendering/ providing/availing services / Cost recharge/ reimbursement	For Sale of Goods, Materials, Equipment etc. On a cost-plus mark- up basis: The SESG shall pay to the Company all relevant Direct and Indirect costs (including the overhead costs, other allocable costs and such other category of costs as mutually agreed to by both the Parties) plus an appropriate mark-up upto 8% determined in adherence to the arm's length principle. The mark-up shall be determined on a year to year basis.	The contracts, if any, with the said related party shall be in effect and shall continue unless terminated by either Party with a notice period of 3 (Three) months.	Up to ₹ 2500 Million in aggregate, in any financial year.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice of 11th AGM for approval of the Members

By Order of the Board of Directors
For Schneider Electric Infrastructure Limited

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
Place: Gurugram

Regd. Office: Milestone 87,
Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat

Annexure- I to the Notice

Information of Director(s) seeking appointment/ re-appointment at this 11th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India, as on the date of Notice:

Name of Directors/ Particulars	Anil Chaudhry	Amol Phatak	Sanjay Sudhakaran
Director Identification Number (DIN)	03213517	09149703	00212610
Date of Birth (Age in years)	March 11, 1961 (60 years)	December 27, 1966 (54 years)	October 19, 1971 (49 years)
Date of Appointment	March 12, 2011	May 1, 2021 as Additional Non - Executive Director and as Whole-Time Director w.e.f August 12, 2021	May 1, 2021
Expertise in specific functional Areas	Mr. Chaudhry has held various Leadership positions in Management, Operations, Sales, Strategy and Business Development, Infrastructure development, climate change, access to energy, skills development and promoting diversity & inclusion.	Treasury, Corporate Banking, Debt Capital markets, Corporate Finance, Corporate Risk Managing, Credit, Regulatory Compliances.	Finance, Accounts, Tax, Operations, Supply Chain, Human Resources and Information Technology
Qualifications	Graduate from Thapar Institute of Engineering and Technology, Patiala. Executive Management Program from Harvard Business School and Stanford Business School.	Bachelor of Engineering (Production) from Mumbai University. Executive Management Program from IIM, Bangalore	Bachelor of Engineering- (Production) from Mumbai University and holds Certification from Darden Executive Education and Singapore Management University
Experience	31 Years	33 Years	25 years
Terms and Conditions of Appointment/ Reappointment	As detailed in the respective resolutions and statement under Section 102 of the Act.		
Remuneration sought to be paid/ last drawn	NA	As detailed in the respective resolutions, statement under Section 102 of the Act and in Corporate Governance Report.	
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report.		
Shareholding in Schneider Electric Infrastructure Limited	Nil	Nil	Nil
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None

Name of Directors/ Particulars	Anil Chaudhry	Amol Phatak	Sanjay Sudhakaran
Directorship held in other companies in India	1. Energy Grid Automation Transformers and Switchgears India Private Limited 2. Schneider Electric India Private Limited 3. Schneider Electric Systems India Private Limited 4. Luminous Power Technologies Private Limited 5. Schneider Electric Private Limited 6. Schneider Electric Lanka Private Limited 7. Spreading Happiness Indiya Foundation	None	None
Membership/ Chairmanship of Committees in other companies in India	1. Schneider Electric India Private Limited <ul style="list-style-type: none"> • Innovation and Technology Committee. • Corporate Social Responsibility Committee 2. Schneider Electric Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee 3. Engergy Grid Automation Transformers and Switchgears India Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee 	None	None

By Order of the Board of Directors
For Schneider Electric Infrastructure Limited

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
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Village Kotambi, Post Office Jarod,
Vadodara 391 510, Gujarat

Annexure II to the Notice

Statement of additional information as required under Schedule V Part II Section II of Companies Act, 2013:

I. General information:

1. Nature of industry:

Schneider Electric Infrastructure Limited, is 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. Date or expected date of commencement of commercial production:

The Company has already commenced its commercial production. The Company was incorporated on March 12, 2011.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators for the year ending March 31, 2021:

Particulars	Financial Year 2020-2021 (Amt in ₹ million)
Sales and Services	12,971.28
EBITDA	822.81
(As percentage of sales)	6.3%
Depreciation	220.85
EBIT	601.96
Interest, net	481.95
Restructuring	130.12
Profit/Loss after tax	(10.11)

5. Foreign investments or collaborations, if any:

The details of Foreign Promoter Holding as on March 31, 2021 is given below: -

Name of Company	%Holding
Schneider Electric Singapore Pte. Ltd.	4.43%

II. Information of the Appointee:

Name of Director/ Particulars/ S. Background		
No.	Details	
	Mr. Sanjay Sudhakaran	Mr. Amol Phatak
1	<p>Brief Resume of Director and nature of his expertise in specific functional areas</p> <p>Mr. Sanjay Sudhakaran is associated with Schneider since 2019 and is currently the Vice President of Schneider Electric Digital Energy Division.</p> <p>Mr. Sudhakaran is a P&L leader with 25 years of exposure to multiple industries & cultural settings and ability to lead diverse teams and deliver business results.</p> <p>Before joining Schneider Electric in 2019, Mr. Sudhakaran was associated with Otis Elevator Co. as Senior Director - Asia Pacific (M&A, Sales & Marketing), handled new equipment sales & marketing across Asia Pacific for Otis with revenues in excess of \$ 2 Billion reporting to Asia President and also lead M&A activities across the region.</p> <p>Mr. Sudhakaran was also associated with United Technologies as Managing Director - Buildings & Industrial Solutions handling Fire and Security business for UTC-CCS in India with \$80 M revenues and 800 employees, reporting to UTC India President. He has worked with Carrier Corporation in various roles.</p> <p>Mr. Sudhakaran is a Bachelor of Engineering - Production Engineering from University of Mumbai and holds certification from Darden Executive Education and Singapore Management University.</p>	<p>Mr. Amol Phatak has been associated with Schneider Electric since 2006 and has taken over the responsibility as Plant Director for the Medium and Low Voltage factory in Vadodara since April 2021.</p> <p>Mr. Phatak has total 33 years of diverse experience in handling domestic and international assignments in Business Strategy & Industrial transformation, Supply Chain and Operations Management.</p> <p>During his professional career, Mr. Phatak has worked with Siemens Limited for 18 years, in the Medium and Low Voltage Switchgear Products – mainly in the various operational roles in the plant and in Industrial Transformation projects for the plant.</p> <p>Mr. Phatak has worked in Areva T&D India Ltd. since 2006 (which thereafter merged with Schneider Electric). He also has several years of experience in handling the Global Supply Chain function for Schneider Electric India Pvt Ltd, Electrosshield, Samara (a 100 % Schneider acquired company in Russia) and Industrial Strategy Deployment for Asia Pacific region for Power Systems Division.</p> <p>Mr. Amol Phatak is Bachelor of Engineering (Production) from Mumbai University. He has also completed Management Training from Indian Institute of Management, Bangalore.</p>
2	Past Remuneration (2019-20)	Not Applicable
3	Recognition or Awards	Nil
4	Job profile and suitability	Managing Director & Chief Executive Officer
5	Remuneration proposed (2020-2021)	As detailed in Item No. 5 of the Statement under Section 102 of the Act

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Sanjay Sudhakaran and Mr. Amol Phatak, the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the remuneration packages paid to similar senior level appointees in other companies.

Further, Mr. Sanjay Sudhakaran and Mr. Amol Phatak are professionals and are not having any interest in the capital of the Company or its holding company or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed, no other pecuniary relationship exists. Mr. Sanjay Sudhakaran and Mr. Amol Phatak are working with the Company in professional capacity..

III. Other Information

1. Reason for loss or inadequate profits

Year 2020-21 was an abnormal year which was impacted due to Covid-19 though we continued to remain focused on our strategy of improving bottom line. The Company was able to maintain momentum in the tough time. Order intake has picked up momentum in Q4 with 13% growth after -28% de-growth in first nine months. Sales was lower by -6.3%. Operationally, the year was in the direction of company's plan and projection.

Had the year not been impacted by Covid-19, the Company would have ended the year in profit.

2. Steps taken or proposed to be taken for improvement

The Company has continued its cost optimization efforts to reduce fixed costs by implementing the restructuring actions. The segment focus has been reinforced and the go-to market with a combination of direct as well as through Partners is being executed to increase reach and cover the right segments and customers with right channel.

3. Expected increase in productivity and profits in measurable terms

In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix. Further, Company had completed the cost restructuring plan to optimize its resources to minimize the fixed cost. Also, your Company continue to focus on advance solutions like containerized sub-station (E-house), Eco-Strucxure, etc. which will be trend setter in energy sector and will help in profitable growth through innovative solutions.

IV. Disclosures

The other relevant disclosures are mentioned in the Board's Report under the heading "Corporate Governance", forming part of the Annual Report.

By Order of the Board of Directors
For **Schneider Electric Infrastructure Limited**

Bhumika Sood
Company Secretary & Compliance Officer
ACS 19326

Date: August 12, 2021
Place: Gurugram

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Building

RESILIENCE

through technology adoption in changing times

Schneider Electric Infrastructure Limited
Annual Report 2020-21

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Financial Statements

For this Annual Report, Schneider Electric Group/Schneider Electric shall include the Company, its holding company, its associate company, fellow subsidiaries and sister concerns, whether in or outside India.

Forward-looking Statements

Statements in the Annual Report detailing the Company's objectives, projections, estimates, expectations, or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Since these statements are based on certain assumptions and expectations of future events, the actual results could differ materially from those expressed or implied. The important factors that could make a difference to the Company's operations include the economic conditions affecting the domestic demand-supply conditions, prices of finished goods, the changes in government regulations because of the tax regime, etc. The Company assumes no responsibility to publicly amend, modify, or revise any forward-looking statements based on the subsequent developments, information, or events.

Building Resilience through technology adoption in changing times

Technology is no more just a business enabler but a core to business existence. Last year when the world faced an unprecedented challenge of COVID-19 pandemic, technology resilience is what made businesses sail through.

From data analytics to artificial intelligence, technology has brought about better resource management, process efficiency, and improved energy management into business systems. It has shown us the path for the future, one that is built on sustainability and green technology.

The rising awareness of sustainable brands among customers, who are looking at products built on the philosophy of minimalistic environmental impact coupled with seamless user experience, has led to faster adoption of technology across industries as a definer.

At Schneider Electric, we are adaptive to the evolving needs of the business and our customers. We are committed to our value creation story based on faster turnaround, customized product profile and one-stop user experience. Our R&D team is working towards developing the capabilities that enable us to play a larger role in India's growth story and reshape our offerings with greater efficiency, reliability and flexibility.

We are 'Building Resilience through technology adoption in changing times' to leapfrog into the next 'new' beginning. We are Schneider Electric, powering life intelligently!



Chairman, Vinod Kumar Dhall: Letter to the Shareholders

Dear Shareholders,

I am happy to present to you the Annual Report of your Company for the financial year 2020-21 (FY2021).

The fiscal year has been a difficult one for all of us, causing extreme disruptions and posing serious challenges for individuals, communities, organizations and countries. I sincerely hope that you and your family members have been safe during the Covid19 induced pandemic, have got vaccinated, and continue to keep your guard up.

As you are aware, the beginning of the fiscal year was ominous leading to the announcement of the long lockdown, which in turn disrupted lives and businesses. However, post the lockdowns, the government rolled out aggressive policies to spur economic revival. We saw demand coming back slowly and steadily. The strength of the Indian economy was visible in the second half of the fiscal year as many companies reported their best quarters ever. Nonetheless over all during the fiscal year the economy could not escape the adverse effects of pandemic. As per the data from India's National Statistical Office, the country's GDP contracted by 7.3% for FY2021 as compared to the growth rate of 4.2% in the previous fiscal year.

Despite the dark times, the power sector continued to light up and move ahead. It is heartening to note that the country saw an addition of 13 Gigawatt (GW) to its installed capacity, to close the year with total installed capacity of 383 GW up from 370 GW a year ago. It is equally important to note that nearly 61% of the new capacity addition came from the renewable segment, reflecting the strong investments being made in this segment.

As a forward-looking Company, we had anticipated the severe impact of the challenging environment and initiated multiple timely measures to rein in our costs. The result of the lockdown and the pandemic was amply visible in the first quarter, where we saw our sales drop by around 42%. However, our foresight

in conserving cash and optimizing cost helped us to see the net profit fall only by 11%. While we started seeing growth from the end of the first quarter, the pandemic ensured that the see-saw continued till the end of the fiscal year. We closed FY2021 with sales of ₹12,971 million, a decline of 6.3% as compared to the previous fiscal year. However, our tough measures to control costs and offer better sales mix with higher transactional and services ensured that we cut our losses from ₹296 million to ₹10 million for FY2021.

It is during challenging times that the best comes out in the people. We saw all our colleagues join hands to ensure that the Company emerges from the pandemic stronger than before. The year saw us strengthen our position in the Power & Grid domain, which continues to get augmented by the digital needs of renewable generation and electric distribution utilities. We also saw traction in the Building and Industry segment where data centres continued to grow.

In line with our commitment to the 'New World of Energy', we continue to ride on the mega trends of Decentralisation, Digitisation and Decarbonisation to attain an energy infrastructure which is more efficient, sustainable, reliable and connected. We are supporting our key customers in the major segments of Metal, Mining & Minerals, Oil, Gas & Petrochemicals and Transportation in their journey towards sustainability.

I am bullish about the robustness of the Indian economy, the power sector and our Company. Despite the pandemic, we have emerged stronger, thanks to our leading and best-in-class solutions, services based on EcoStruxure™ portfolio, our next generation of active energy management and automation architecture innovations.

Despite the fears of the third wave, with both the central and state governments focusing on maintaining the economic momentum, we believe that we will start seeing the capex investment cycle during FY2022 leading to bullish growth. The central government's total budgeted expenditure indicates an upward surge of around ₹5.5 lakh crore as capital expenditure.

I would like to thank all the employees and the management leadership teams for showing strong resilience and their tireless commitment towards enhancing the performance and health of the Company. I would also like to thank my Board colleagues for their deep commitment toward the interests of the Company. Importantly, a special thanks to the families of our employees for helping each other through these difficult times while at the same time continuing to support the Company and its vision.

I take this opportunity to thank all the customers, business partners, banks, Government of India for their unstinted support and active contribution to our success.

My humble gratitude to our shareholders for standing with us through all times, good and bad. We will continue to redouble our efforts to keep delivering higher value to you, our customers and our other stakeholders.

Stay safe.



Discussion on COVID-19 pandemic, digitisation, electrification and Company

Featuring Sanjay Sudhakaran, MD and CEO and Mayank Holani, CFO

Can you describe how FY21 has played out for the company?

Sanjay: Clearly, financial year 2020-21 has been a sort of aberration, an abnormal one for all of us. The year that went by was an abnormal year. We had to adapt to the new ways of working. Nevertheless, we feel that despite all the lockdowns and disruptions, our responsibility towards the customers could not waver. We serve the energy management needs of sectors and companies which serve the nation and hence we could not afford to let our guards down. During the entire year, we continued to service and provide solutions and provide emergency equipment, urgent project executions etc. to ensure that the needs of our customers in the Power and Grid, Transportation and Heavy industries sectors are adequately met and they continue to serve the nation.

Mayank: From financial perspective, we all had to face the brunt of the pandemic. For FY21, we saw our sales slipping by 6.3% to close at ₹12,971 million. However, thanks to improving material cost, better sales mix and

employee cost reduction due to various structural and tactical actions, we saw firming up our margins by 2.1%.

How did the company evolve and adapt to the new ways of working during the pandemic?

Sanjay: I think one of the things that we have learnt during the pandemic was that during such aberrations and anomalies, we cannot slow down our response to the customers. With the lockdown, we had to evolve and think of better ways to connect with our customers which are faster and more cost effective.

We see digitization as a future of working and have been in a mindset of work from anywhere. We have been making provision in the Company to enable our employees to do so. In a way, the pandemic accelerated that process. What we had planned for few years had to be done in a quarter. And we did that. Today, we have the processes and systems to ensure that people can, not only work remotely but can easily interact with customers, can create orders, service the customers, etc. It is a digital environment and the pandemic has helped us frog leap into such an environment.

How do you think the recently accounted Draft National Electricity Policy 2021 (NEP 2021) will spur the power market in India and will be the enabler of universal access to reliable, quality power to all?

Sanjay: The Draft National Electricity Policy 2021 (NEP 2021) is good news for the industry and us. The draft has a clear focus on renewables. While this is a good thing for the country and environment, and we are seeing huge investment coming in the renewable segment, however, we also see complexities emerging as we get on the renewables journey, as the basic nature of transmission will need to change. Today we have centralised distribution grids but with renewables we need to move to a decentralised grid, bring in more challenges and complexity.



The other area that I would like to mention is the NEP focus on efficient metering. Currently, there are huge transmission and distribution losses and therefore a huge financial loss to the power industry. There is a clear mismatch between what is generated and what is finally paid by the consumer. We will have to move towards pre-paid meters and the software to manage the same. I see a spur in private investments in the power segment.

Given that the Government of India has an ambitious target for Renewables Energy of 430 GW by 2030, how can the Company support this journey with its smart grid solution?

Mayank: Like the rest of the world, India is also witnessing an electricity transition. To keep pace with the urban growth, we will have to go in for a higher level of electrification. Add to this is the country's thrust on renewables. I think India is one of the few countries which seems to be ahead in terms of its commitment to the Paris Agreement. Given our pace of expansion, I will not be surprised that by 2030, renewables will account for around 50% of our total capacity generation of 800 megawatts.

Beyond the capacity generation, it means we have to shift from the way we distribute energy. Increasingly, we will have to build a decentralised smart grid. These are complex and intelligent grids. The system needs to manage complexities in terms of harmonics, distortion, and management. This will require a lot of automation to ensure that the grid can seamlessly switch to the right source at the right time.

We are one of the few companies in the world with the complete end of end solution for the smart grid. We have all the tools to make the grid more productive, more manageable, more efficient... along with the necessary diagnostic tools.

How do you see the years ahead for the economy and the business?

Mayank: We have already seen two waves of the pandemic and I think the we are ready for the third one if it happens. Most of the states have made ample provision to ensure that we do not see further lockdowns. Therefore, I am bullish about the year ahead for the economy and the Company. For our sector, we continue to see the continuing support of the government as it endeavours to provide electricity to each citizen of the country along with a higher focus on renewable sources of energy.

Sanjay: I am confident about the growth in our priority sectors including power and grid, oil and gas, transportation, MMM (Mining, Metals & Minerals), buildings and data centres.

In the Power and Grid segment, I see pent up demand for software and solutions to cut down the traditional T&D losses. We need to have better management of the network and I see this as a great opportunity for our software and solution business.

Transportation segment, especially urban transportation, had seen various announcement during the previous two fiscal years and I see the start of the

We see digitization as a future of working and have been in a mindset of work from anywhere. We have been making provision in the company to enable our employees to do so. In a way, the pandemic accelerated that process. What we had planned for few years had to be done in a quarter. And we did that. Today, we have the processes and systems to ensure that people can not only work remotely but can easily interact with customers, can create orders, service the customers, etc. It is a digital environment and the pandemic has helped us frog leap into such an environment.

implementations cycle of these announcements in this year and the year ahead.

For the other industries including heavy, mineral, mining, etc I see the Capex cycle coming back. Such investments clearly indicate a good prospect for our industry. In the oil and gas industry we see opportunities coming from the retrofit side and see more business coming from the service side.

Another segment of importance to us is the data centres. We have seen it grow and given the data explosion and the government support, we will continue to see multi-year growth in this sector.

What are the focus areas for the Company in the current fiscal year and going forward?

Sanjay: We are already working on few themes for the current year and laying the roadmap for the next few years.

We clearly see the overall opportunity around digitisation and electrification. While we will bring in our world class solutions and services, I think we are focussing on upskill our employees. It is a continuous process and this helps us to serve the customers better.

The other theme that we are working on is around cyber security. As digitization spreads, there will be increased threat of cyberattacks. We want to offer our customer the best in class product, solution, services and consultancy which are immune to cyber threats.

We know we are on an exciting journey ahead and we will like to focus on building a stronger partner network. We want to create a network which can support us to take our superior products to each and every nook and corner of the country.

Mayank: To conclude, I can say that we continue to focus and work on cost optimisation and improving our cash cycle. This implies a sharp pulse on the economy and predicting demand in a cyclical market as many of our customer sectors are very sensitive to the economic cycles.



In Remembrance

The past one year has been truly unsettling and challenging for all of us. We experienced overwhelming realities owing to the second wave of the pandemic. In our fight against the brutal coronavirus, we lost some of our dear colleagues—a loss that has been deeply profound and saddening.

A tribute to all those colleagues who succumbed against the fight with the virus: these are the lives we shall remember and honour every day.

Among those colleagues was the Ex-Managing Director (MD) & Chief Executive Officer (CEO), of your Company, Bruno Bernard Dercle.

Bruno Bernard Dercle

Bruno Bernard Dercle, Ex-MD & CEO, passed away on May 9, 2021 in a hospital in Poitiers, France. His unexpected demise is a terrible loss and has left a deep void in the organisation.

A gentle soul and a man of few words, who loved to travel and discover new places, Bruno was deeply admired by his colleagues. In more than 10 years of his remarkable journey with Schneider Electric, he brought passion, commitment, and value in shaping and transforming businesses. He moved to India almost 3 years back to join the Board of your Company as its MD and CEO.

We will remember Bruno as a wonderful human being and colleague, who left a great legacy behind for us to follow and carry forward. It was an honour working with him.

In support of the families

Honouring those who lost their lives to COVID-19, we have introduced several initiatives to help their grieving families cope with the loss and guide them through the difficult transition.

Our “SAATHI”: Employee Assistance Programme is one such initiative that provides emotional support and healing to the grieving member, and for anyone who wants to reach out for emotional concerns.

As part of our efforts, we have extended 24/7 leaders' availability to all employees and created a dedicated taskforce for ground support. From providing COVID-19 financial aid to infrastructure support like oxygen concentrators and hospital beds during emergencies to giving consultation through empanelled doctors, we continue to support and keep our communities safe and protected.

Farewells are never easy. Yet amid these losses, we must come together to acknowledge the amazing life they have lived and the joy and meaning they brought into our lives. While we grieve for the departed, we will continue to remember them with great fondness and regard.

Board of Directors and Key Managerial Personnel



01.
Mr. Vinod Kumar Dhall
Chairman, Independent,
Non-Executive Director



02.
Mr. Sanjay Sudhakaran¹
Managing Director and
Chief Executive Officer



03.
Mr. Ranjan Pant
Independent,
Non-Executive Director



04.
Mr. VS Vasudevan
Independent,
Non-Executive Director



05.
Ms. Namrata Kaul
Independent,
Non-Executive Director



06.
Mr. Anil Chaudhry
Non-Executive Director



07.
Mr. Sugata Sircar
Non-Executive Director



08.
Ms. Bidisha Nagaraj
Non-Executive Director



09.
Mr. Amol Phatak²
Whole-Time Director



10.
Mr. Arnab Roy³
Non-Executive Director



11.
Mr. Mayank Holani⁴
Chief Financial Officer



12.
Ms. Bhumika Sood
Company Secretary
and Compliance Officer

Brief Profile of Board of Directors can be accessed at infra.schneider-electric.co.in/investor/boardofDirectors.

¹ Mr. Sanjay Sudhakaran- appointed on the Board as Additional Director, Managing Director and Chief Executive Officer w.e.f May 1, 2021.

² Mr. Amol Phatak - appointed as Non-Executive Director w.e.f May 1, 2021. Designation changed to Additional Whole-Time Director w.e.f August 12, 2021.

³ Mr. Arnab Roy - appointed on the Board as Whole-Time Director with effect from June 16, 2020. Resigned as Chief Financial Officer from September 8, 2020. Designation changed to Non-Executive Director w.e.f January 1, 2021.

⁴ Mr. Mayank Holani - appointed as Chief Financial Officer w.e.f September 9, 2020.

Corporate Information

Committees of the Board (as on March 31, 2021)

Audit Committee

Mr. Vinod Kumar Dhall, Chairman
Mr. Ranjan Pant, Member
Mr. VS Vasudevan, Member
Mr. Sugata Sircar, Member
Ms. Namrata Kaul, Member

Stakeholders Relationship Committee

Mr. VS Vasudevan, Chairman
Mr. Ranjan Pant, Member
Mr. Bruno Bernard Dercle, Member¹

Corporate Social Responsibility Committee

Mr. VS Vasudevan, Member
Mr. Ranjan Pant, Member
Mr. Bruno Bernard Dercle, Member¹

Nomination & Remuneration Committee

Mr. VS Vasudevan, Chairman
Mr. Ranjan Pant, Member
Mr. Vinod Kumar Dhall, Member
Mr. Anil Chaudhry, Member

Risk Management Committee

Mr. VS Vasudevan, Member
Mr. Ranjan Pant, Member
Mr. Bruno Bernard Dercle, Member¹
Ms. Namrata Kaul, Member

Finance and Banking Committee

Mr. Anil Chaudhry, Member
Mr. Bruno Bernard Dercle, Member¹
Mr. Sugata Sircar, Member

Statutory Auditors

S.N. Dhawan & Co. LLP
Chartered Accountants
421, II Floor, Udyog Vihar,
Phase IV, Gurugram 122 016, Haryana

Registrar & Share Transfer Agent

C.B. Management Services (P) Ltd.
P-22 Bondel Road, Kolkata- 700019
Contact: +91 033 4011 6700/ 2280 6692/
2282 3643/ 2287 0263
Email: Mr. Subhabrata Biswas
(subhabrata@cbmsl.co)

Offices

Registered

Milestone-87, Vadodara - Halol Highway
Village - Kotambi, Post Office Jarod
Vadodara - 391510, Gujarat
Contact: +91 02668 664300
Fax: +91 02668 664621
Email: company.secretary@schneider-electric.com

Corporate

9th Floor, DLF Building No. 10, Tower-C
DLF Cyber City, Phase-II,
Gurugram - 122002, Haryana
Contact: +91 0124 7152300

¹ Mr. Bruno Bernard Dercle ceased to be the member of the committees w.e.f. April 30, 2021 and Mr. Sanjay Sudhakaran was appointed as the member w.e.f. May 1, 2021.



Our Strategy – Business

We are the technology leader in designing, manufacturing and servicing of advanced Low Voltage (LV) & Medium Voltage (MV) products and systems. We live for the purpose of empowering our customers to digitally and sustainably enhance their energy efficiency and help them make the most of their energy resources.

Strong execution and resilient business model

We are committed to our strategic priorities of more products, more software, more services and more sustainability. In our journey towards standardization and faster turnaround time, we continue to transform the conventional MV business model from Engineered to Order (ETO) to the highly efficient Made to Order (MTO) or Configured to Order (CTO) business model. This is possible with our unique combination of energy management, automation and process efficiency products, control systems, software and services. A strong partner network enables us to reach and serve our customers across the country. A sharp focus on digitalization and digital tools has helped us to interact with our partner ecosystem easily and seamlessly.

Supporting India's growth story

India will continue to be amongst the fastest growing market. The Government of India has kickstarted many initiatives and policies like Aatmanirbhar Bharat, Make in India, privatization of DISCOMs, focus on smart grids, UDAY, IPDS, etc., which will see an increase in electrification requirements. However, new challenges for the power system are emerging as new decarbonized and decentralized energy paradigm shapes up, with a need for sustained and improved reliability, greater efficiency, flexibility and overall collaboration. To cater to this high element of dynamism in energy sector, we have realigned our focus on specific segments like Utilities, Renewables, Oil & Gas, MMM, Data Centers and Transport.

More digital

Digital transformation is a key driving force in all our markets. Enabling more data analytics and insights into operations for improved energy management and process efficiency, enabling more agility is the way forward. Our EcoStruxure™ digital solution platform and core innovations help connect the physical and digital world and combine energy management and automation.

More sustainable

A more electric and digital world is key to addressing the climate crisis. Electricity is the most efficient energy and the best vector of decarbonization, and with digital innovation, the invisible becomes visible, unleashing huge potential to eliminate energy waste. Sustainability is at the core of everything we do, in line with our purpose. We keep on progressing and consolidating our position as a practitioner and an expert in sustainability. Our innovations are focused on creating sustainable solutions like our global range of SF6 free medium voltage switchgear, a unique combination of pure air and vacuum to eliminate the need for SF6, a potent greenhouse gas commonly found in medium and high-voltage electrical equipment.

More smarter electricity grid

The focus on renewable energy is reshaping the dynamics of the electricity grid. Renewable generations are highly intermittent and variable and require special balancing mechanism to deal with the uncertainty and variability to maintain grid stability and security. Our solutions support smarter supply via smart network, smarter demand management and demand response via surveillance system, facility management system, mobile systems and common Control Centre for integrated management system.



Our Strategy – People

Over 140,000 empowered employees in over 100 countries are creating the difference at Schneider Electric. They have helped us create an environment where we thrive, feel motivated and do the best for our customers.

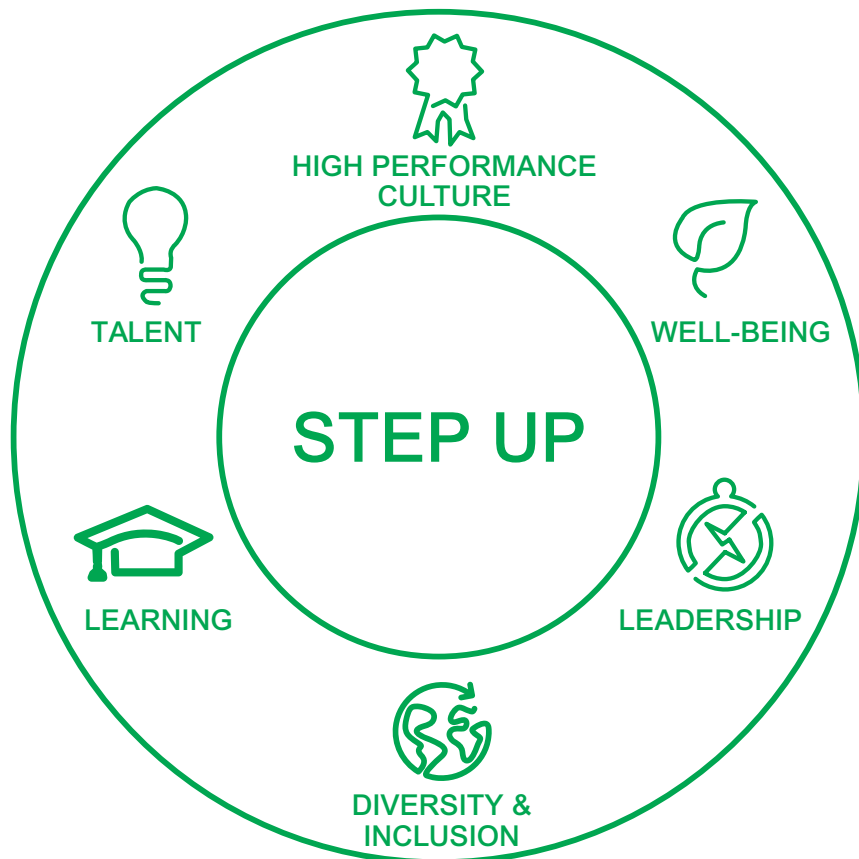
Step Up

In 2015, we saw a beginning of a new aspiration for our people strategy with the 'Leadership and Culture Vision 2020'. We initiated 'Step Up', as a vital part of the cultural transformation with our strong focus on six aspects - Talent, High Performance, Diversity and Inclusion (D&I), Leadership, Learning, and Well-Being. For the past five years, we have witnessed lot of progress on these fronts – a new People Vision, a unique multi-hub model, a leaner organization structure, redefining talent identification and many more. 'Step Up' became the anchor for unique global

efforts including our Recognition Program (High Performance), Global Family Leave Policy (D&I), Labs and training around Well-Being, Flexibility at Work and New ways of working to name a few.

A journey ends... a new one begins

The world has changed! And we are ready. New mega-trends have emerged, new ways of working have become the norm, new capabilities need to be developed. HR is ready with a strong anchor for our people strategy and supporting to the 'workforce of the future'.





HR Mission

"At Schneider Electric, we aspire to achieve our Company purpose and mission by empowering and developing our people to their fullest potential. We act with agility and trust to innovate for our customers and strive to win in the market".

To deliver on the mission and shape the workforce of the future, we are working on

- Organizational Agility through a flatter, leaner and multi-local / multi- hub structure designed for innovation, customer proximity and fast decision-making

- Future Ready Talent which envisages a team of teams that is diverse, empowered and digitally proficient. Talents value future skills and own their development through learning on the job, exposure and education
- Inclusive Leadership which is about leaders who act with trust, accountability, agility and inclusion to build empowered and high performing teams. They dare to disrupt and are ambitious about shaping the future

Well-Being

The COVID-19 pandemic has changed our concept of safety and well-being. We believe that for the business to thrive, we need people who are thriving. Well-Being at Schneider Electric is a holistic approach with 5 main pillars of focus – Health & Wellness, Flexibility at work, Workspace, Leaders, and Organisational Culture.

WELL-BEING AT SCHNEIDER ELECTRIC IS A HOLISTIC APPROACH WITH FOCUS ON 5 MAIN PILLARS

Health & Wellness

Healthy behaviours, healthy lifestyles, and general well-being

Flexibility at work

Working in flexible ways for a better work-life integration

Workspace

Smart, attractive and energising workplace

Leaders

Great and caring leaders who inspire people to adopt healthy well-being behaviours

Organisational culture

Building a culture of well-being

Well-Being Labs



What do they do?

Well-Being Lab is a team of people that take the initiative to implement actions that will improve their well-being

A well-being lab can exist at size level but also at smaller team level (for example a team of colleagues from the same department, floor, open space, etc.)

Encourage individuals and teams to experiment actions to take care of their well-being

The most impactful well-being team experiments will be recognised every 6 months and the member's will be awarded

Diversity & Inclusion

We aim to provide equal opportunities to everyone, everywhere.

Diversity & Inclusion → Belonging → Innovation & Performance



Holistic Approach @ Schneider Electric India



Learning & Development

We are learning organisation. To continue on this path, we have best in class initiatives and programmes including...

- Learn Everyday: Leveraging digital technology and platforms, we ensure 'Learn Everyday' – one of our core values, happens seamlessly anywhere, everywhere.
- Great Feedback and Performance Coaching: To ensure that people managers are skilled to manage their respective teams effectively, they are offered this training. We continue to identify internal mentors and coaches to help our young professionals to hone their skills and apply their knowledge effectively.
- Digital Champions: Our Champions are strengthening the culture of continuous learning resulting in a tremendous improvement in the productivity and efficiency of employees.

Agenda 2021

The top priority areas for 2021 are

- More digital talent
- More diversity, equity & inclusion
- More local/regional
- New Ways of Working
- HR excellence

We will achieve this new way of building our people strategy by...

- Coupling between the business and people strategy
- Keeping the customers and employees at the centre of our decision making
- Ensuring a continued appetite for transformation and speed of decision making
- Empowering and upskilling leaders to take ownership
- Ensuring HR community engagement around collective outcomes

Space Intentionally Left Blank

Success Story

Tata Metaliks, Kharagpur

Race against time, amidst the pandemic

Tata Metaliks Ltd. (TML) is a leading producer of pig iron and ductile iron pipes in India. Its manufacturing plant at Kharagpur has an annual hot metal production capacity of 500,000 tonnes.

Customer needs and project challenges

- In view of growing market demand, TML wants to expand its production capacity quickly
- Extension of 132/11 KV system needs to be accomplished with minimalistic shutdown schedule of WBSEDCL
- Critical transportation of heavy equipment has to pass through a 25KV railway crossing having height restrictions
- Power Plant (CPP-4) commissioning is held up due to unavailability of power supply, thereby offering a very limited down time window
- Having started erection activity during peak phase of first wave of pandemic, erection team suffers a lot, impacting certain cost & schedule overrun to the project

Key success factors

- Maintaining a healthy relationship with TML
- Strong Prescription to tackle competition
- 132/11 KV Bay extension track record, ability to meet prescribed criteria of limited shutdown
- Proactive collaboration with all the internal stakeholders associated with this project

Solutions provided and outcome

- System study and other audits for accurate protection parameter setting
- New 132 /11KV bay extended to meet the power requirement
- Modernization of 11KV down line sub stations along with all critical control & power cable
- Load distribution of existing CPP3 stands stabilised with CPP4 catering to additional power demand
- Mitigate operational failures by adding redundancy



Success Story

Samsung India, Noida

On streaming world's largest mobile manufacturing plant



Samsung India was setting up the world's largest mobile phone and display manufacturing unit at Noida with an estimated investment of €150 mn. Spread across a sprawling 35-acre land, the facility was to have an installed capacity to manufacture 120 million mobile phones annually.

Customer needs and project challenges

- Project was significantly delayed due to COVID-19 induced disruptions
- NGT pollution norms compliance requirements offered restricted working hours
- Failure in adhering to scheduled deadlines posed a very high risk
- Severe paucity of trained manpower toward installation & maintenance of equipment
- With more than 70 contractors and 1,000 site workers on the ground addressing various construction related works concurrently, safety compliance was an absolute necessity
- Multiple complexities of the project included work at height, excavation, High Voltage charging, Heavy material handling, etc.

Solutions provided and outcome

- Power SCADA with complete Engineering
- Consulting, Project Management, Erection and Commissioning
- MMV/LV Panels, Transformers, Relays, Busways, UPS
- Speedy completion and commissioning of the plant

Success Story

Azure Power, Rajasthan

Strong foothold in renewables

Azure Power is a leading solar power developer in India with a proven track record and a portfolio of over 3GW of high quality solar power asset. First Indian energy asset to be listed in NY Stock Exchange.

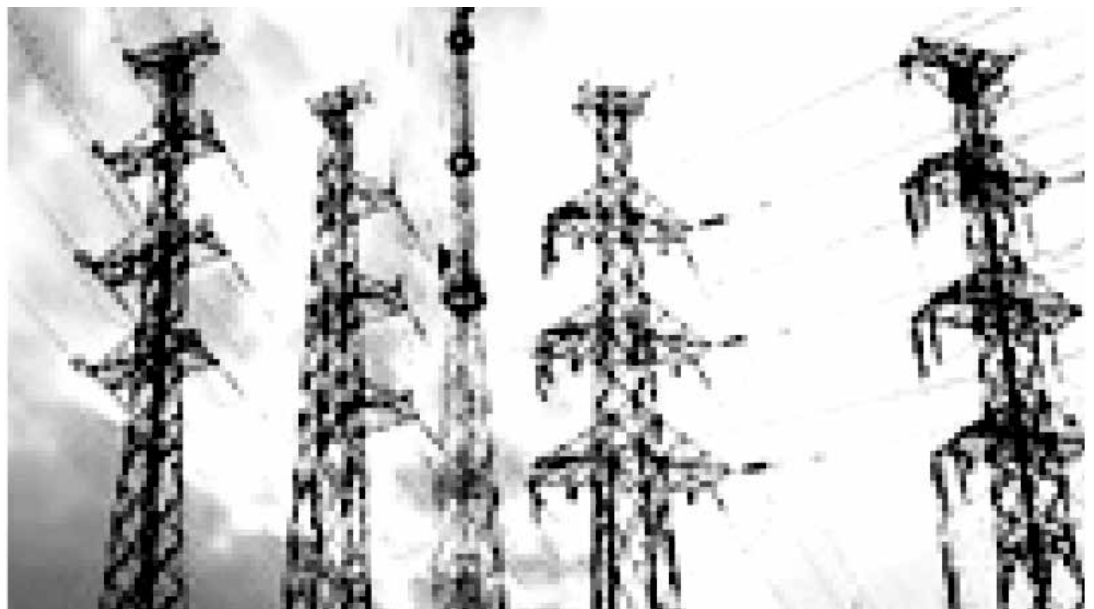


Solutions provided and outcome

- Safe & Reliable Power Generation
- Increased Availability helping enhanced Renewable Power Generation in line with country's Sustainable Development program.

Won orders for 90 Nos 10.8MVA, 5 winding Inverter Duty Transformer for 3x 300MW Solar Power Project (SECI 2,3&4) coming up in Rajasthan

- Service Continuity for installed base of 3GW+ capacity of Azure Power
- Compliance to best manufacturing practices
- Strong foothold in renewables
- Maintaining customer preference for reliable technology



Success Story

Nestle India Sanand Maggi factory in Gujrat - Power Distribution Package

First greenfield for Nestlé

Greenfield Expansion (Phase 1) with Thermal Monitoring of LV Equipment



Solutions Provided

(End to End Solution with full commitment)

- One Schneider Solution – Turnkey SITC for entire power distribution scope
- Ester Oil Transformer (green Technology), MV Switchboard, Sandwich Busway from own factory
- Sandwich Busway with ZERO Epoxy, Green Premium Certified
- LV Panel, APFC Panel, Earthing, Safety Equipment, Cabling
- EcoStruxure Asset Advisor for LV Switchboard to ease asset O&M and life expectancy

Customer Benefits

- End-to-end solution with full commitment on major equipment as an OEM w.r.t specifications, time and quality
- Improved operation & maintenance; no need of thermography

The Results: Life is On with...

- First Greenfield SITC win by SE of any Nestlé India factory (9th factory)
- Based on this win, scope to win future phases of this project



Success Story

Ambuja Cement

Adding a shield of safety against arc flash

The rebranded entity, Holcim Group has since emerged as a global leader in green building solutions provider with presence in 70 markets in 5 continents including a strong presence in India through its two operating companies ACC and Ambuja Cements.

Ambuja Cement has a cement capacity of 29.65 million tonnes with five integrated cement manufacturing plants and eight cement grinding units across the country.



Customer needs and project challenges

- Protection from Arc Flash, which can potentially cause human injury, plant tripping and production losses

Key success factors

- Continuous engagement with C-level, project and plant teams
- Project team holding virtual working sessions with customer within lockdown period

Solutions provided and outcome

- Full EcoStruxure solution - engineering, supply, installation, commissioning
- Arc Flash Protection in 100 Panels of competition-make, using VAMP 321 relay, point sensor, loop sensor making different zones of protection

Success Story

Ultratech Cement, Maiher

Reliability, uptime, efficiency-every time

UltraTech has a consolidated capacity of 116.8 million tonnes per annum (MTPA) of grey cement. UltraTech has 22 integrated manufacturing units, 27 grinding units, one clinkerisation unit and 7 bulk packaging terminals.

UltraTech has a network of over one lakh channel partners across the country and has a market reach of more than 80% across India

Customer needs and project challenges

- Integrated one stop solutions for Electrical Distribution for WHRS
- Collaboration between Electrical and Automation Packages, connectivity and scalability with DCS system
- Plant Engineering and Project management, Partner Product quality of LV MV switchgear
- Poor Quality of LV Switchboards: Fully Type tested iMCC Panels

Solutions provided and outcome

- All the products are connected using EcoStruxure Configuration with Edge Control
- Seamless Integration of SE Equipment with existing Automation and DCS System
- Integrated complete cement plant Engineering
- Maximized process uptime and reliability with Schneider electrical distribution system



Success Story

Rohtang Pass: Atal Tunnel Project

On the path of nation building

Rohtang Tunnel - Highway tunnel being built under the Rohtang Pass in the eastern Pir Panjal range of the Himalayas on the Leh-Manali Highway.

A total of 8.8 km length, the tunnel will be one of the longest road tunnels in India and is expected to reduce the distance between Manali and Keylong by about 46 km (28.6 mi) at an elevation of 3,100 meters above the sea level.

The development work of the Rohtang tunnel project is being carried out by the Border Roads Organization (BRO), in collaboration with Afcons, a joint venture with Strabag AG.

The Design and build electrical contract done by Savronik Sistem (of Turkish origin)



KEY SUCCESS FACTORS

- Strong prescription with the customer starting from the design stage
- Excellent collaboration with EPC and the consultant & optimized offer for power distribution

Solutions Provided

- 33kV & 11kV GIS, 11kV RMU operable at an altitude of 3100 meters, and at minimum ambient temperature of -12 deg C
- Created a successful global reference of MV equipments being installed and commissioned at an attitude of 3100m in May'20 Power Substation to the tunnel portals



Management Discussion & Analysis

Economic overview

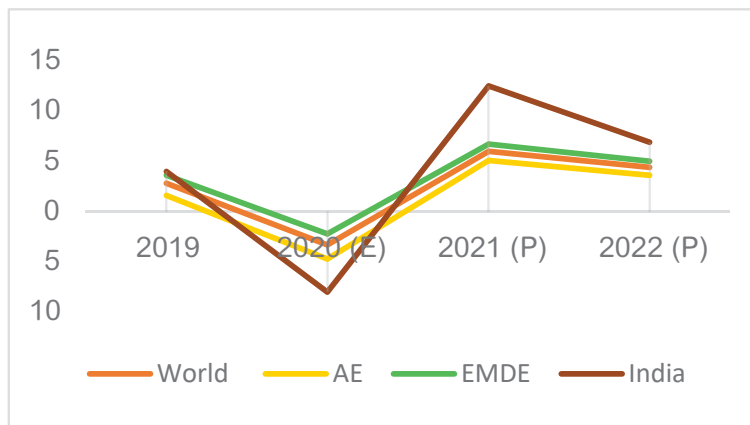
World: 2020 was a year with a mixed bag of events. Amidst health and economic disruptions dominating global headlines, the year also witnessed closure of long pending Brexit, germination of Middle East peace initiatives, devastating bushfire of Australia, election of a new government in the US, disruption of the global supply chains due to the Covid19 pandemic.

Unprecedented health challenges and resulting economic disruption brought back the memory of global financial crisis of 2008. Barring a few exceptions, the entire world slipped into a sudden economic contraction. After a massive contraction in the first half of the calendar year, the global economy began reviving in the second half of 2020. International Monetary Fund's (IMF) World Economic Outlook of April 2021 estimates the world output to have contracted by 3.3% in 2020. Both Advanced Economies (AEs) and Emerging Markets and Developing Economies (EMDEs) are estimated to witness output contractions by 4.7% and 2.2% respectively. With China defying the trend, and posting a growth (+2.3%), the contraction

in the world output would have been much sharper. Successful roll out of vaccines at the dawn of 2021 has helped positive sentiments resurface around the world. Building on the recovery momentum of the second half of 2020 duly aided by a contracted base, a sharp recovery is expected in 2021. According to IMF, growth forecast for the world, AEs and EMDEs are at 6%, 5.1% and 6.7% respectively.

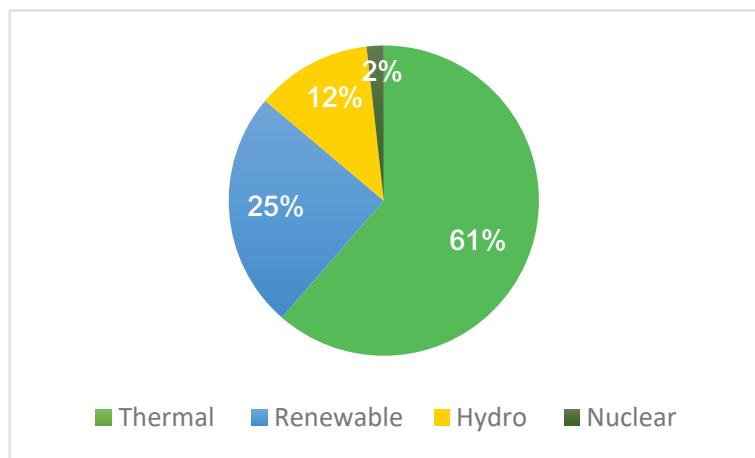
India: Exactly a week into a 68-day-long nationwide lockdown, India ushered into its fiscal year 2020-21 (FY21). The lockdown helped contain the spread of the virus even as the state and central governments ramped up their healthcare infrastructure. The government's economic relief through lowered lending rates, loan moratorium, cash transfers to marginalised sections etc. coupled with various stimulus tranches helped the economy offset a possible large contraction in the economy. As per the data from India's National Statistical Office, the country's GDP contracted by 7.3% for FY21 as compared to the growth rate of 4.2% in the previous fiscal year.

GDP Growth Trend (%)



Source: WEO April 2021, IMF

Installed capacity mix by source - India (%)



Source: Central Electricity Authority's website

While IMF in its April outlook had predicted the Indian Economy to stage a steep rebound with a 12.5% GDP growth for financial year 2021-22 (FY22). However, with the jump in Covid19 cases during the second wave, it will revisit that forecast when it issued a fresh World Economic Outlook in July.

Indian Power Sector overview

FY21 was a year of Covid19 pandemic causing major disruption for individuals, communities, companies and the country. However, the year forced a mindset shift towards connected devices, remote access and reliable electricity supplies. We witnessed reinforcement of global commitment against climate change. Awakening of corporate conscience in India towards sustainable development and continued policy push towards renewable power meant the continuation of country's shift towards green energy.

India added new generation capacity of 12,045 MW during FY21. Addition of 7916 MW was made in the renewable segment, representing over 66% of total capacity addition. The country closed the fiscal with a total installed capacity of 382,151 MW.

According to a study by IHS Markit, India was ranked sixth in the 'Global Renewable Markets Attractiveness Rankings'. The study, however, cited lack of grid and land access as an impediment for realising India's onshore wind potential. Pursuing an ambitious renewables target of 175 GW by 2022, India is the fifth largest renewable market with installed capacity of 94.5 GW as on March 2021. Besides other limiting factors, the pandemic related disruptions too have slowed down the country's march to its stated renewable goals. About 46.3 GW renewable (34.3 GW solar) capacity is under implementation and another 35.1 GW (28.9 GW solar) tendered. Wind power has 8.5 GW capacity under implementation.

The recently promulgated Draft National Electricity Policy 2021 (NEP 2021) shall act as an enabler of universal access to reliable, quality power to all. Covering critical areas such as grid operation, power markets, energy efficiency, optimal generation mix, transmission, distribution among others, NEP2021 also talks about creation of EV charging stations, smart meters, environment sustainability and more.

Business overview

FY21 was a year of significant shift towards digital, remote and green across diverse spheres of living and working. It was also a year of increased digitalization and technology adoption for the Company. We learnt many new efficient ways of Covid19 appropriate manufacturing at our plants, digital-enabled engagements with our customers, travel efficient delivery of our consulting, pre-shipping factory acceptance test of critical equipment and post commissioning monitoring and servicing of delivered assets.

The year was not without its fair share of challenges, many of them appearing for the first time in our Company's history. However, we rose to the occasion, assessed the dynamically evolving and changing situations carefully, developed a suitable action plan with added mitigation elements across each function and projects and kept moving ahead with agility and purpose.

The operating environment was the toughest in the first quarter when we ushered into the new financial year under a nationwide lockdown, already losing about half a month of year-end sales and shipment in the previous financial year. Our first focus was to move our vital people assets to safety. Afterwards, we

immediately shifted our focus on gradual restart of our manufacturing operations, overcoming supply chain constraints. A significant attention was concurrently being deployed on the process of reactivating our on-ground project implementation, renewed focus on customer engagements and reenergizing temporarily halted project discussions and negotiations.

Thanks to a very cohesive organization culture and people alignment to the Company's purpose and business objectives, we promptly rebooted ourselves. From thereon, we witnessed gradual and sustained recovery in our demand environment right through the year. Pandemic related challenges continued to keep us extra vigilant, in manufacturing and in on-ground implementation.

Widespread adoption of digital technologies stood out as the most striking positive for us. Our work from home support included full enablement with required digital infrastructure and tools. The pandemic also amplified and accelerated digital adoption among our customers and partners. We supported our customers with innovative, advanced digital solutions and services. This enabled them to operate and maintain more reliable, resilient and efficient systems. We also

introduced our customers to the digital journey of their assets where they could have access to all asset related documentation through a secure digital interface. We also enabled our partners through various digital tools aimed at configuring customer requirements and completing transactions.

We renewed our focus on Electro intensive segments. We engaged with the customers right from the concept stage as we supported them with aptly positioned solutions that were catered through most suited delivery channels. In addition, we focused on other growing segments such as Cloud and Digital Infrastructure, Healthcare and Transportation.

With these and a slew of other supporting actions, we stayed focussed on driving profitability and delivering value to all our key stakeholders. The accelerated execution of our long-standing strategy of more products, more services, more software, and better systems strengthened our resiliency quotient.

We made reasonable gains in terms of new orders and a remarkable progress in executing projects – legacy orders as well as newly won ones.



**Violia Suez,
Water Intake
Plant**

Won an order for Design, Supply and Supervision of Erection, Testing and Commissioning of 33KV & 3.3KV MV Switchboard for Water Intake Plant project at Gandharbpur, Bangladesh

**Delhi
Transco Ltd.,
Substation**

Won an order for Design, Supply, Installation, Testing & Commissioning of 33KV GIS Substation and Electrical Distribution augmentation system with associated equipment for their Okhla Substation project at Delhi

**Orissa Power
Transmission
Corp Ltd., PSS
& RMU**

Won an order for Design, Supply, Installation, Testing & Commissioning of PSS & RMU for their upcoming Datacenter at Bhubaneswar

**Holcim ACC,
Switchyard**

Won an order for Design, Supply, Installation, Testing & Commissioning of 110KV Switchyard bay Extension project at Wadi, Karnataka

**Telangana
State Power
Distribution
Corp Ltd.,
Substation**

Won an order for Design, Supply and supervision of Installation, Testing & Commissioning of 33KV & 11KV Switchboard & associated automation for Utility substation at Telangana

**Holcim ACC,
Switchyard**

Won an order for Design, Supply and Installation, Testing & Commissioning of 132KV Switchyard project for ACC Ametha, Madhya Pradesh

**Ultratech
Cement Ltd.,
Grinding Unit &
OLBC Crusher**

Won an order for Design, Supply and Installation, Testing & Commissioning of 4th Cement Grinding Unit and OLBC Crusher project at Dalla, Sonbhadra District, Uttar Pradesh

**BSES
Yamuna
Power Ltd.**

Won an order for Design, Engineering, Supply, Testing & Commissioning of New CRP by Dismantling of Existing Equipment's at 33kV DMS GRID and 66kV KHICRIPUR GRID

**Tata Projects
Ltd., Scada
System**

Won an order for supply, testing & Commissioning of Scada System for Indian Space research Organization Propulsion Complex Integrated Cryogenic Engine Test Facility (ICET)

Siemens India Ltd., CRP and SAS

Won an order for supply, testing & Commissioning of CRP & SAS for 220/33kV substation of Delhi Transco Ltd. at Devnagar & Rajghat, Delhi

Indian Oil Corporation Ltd., PMS system

Awarded an order for supply, testing & Commissioning of for PMS system BS VI PROJECT at Paradip Refinery

Bharat Heavy Electricals Ltd., Protection relays & SAS system

Awarded an order for supply, testing & Commissioning of Protection relays & SAS system for Panki Extension Thermal Power Station 1X660MW of UP Rajya Vidyut Utpadan Nigam Ltd.

Kalpataru Power Transmission Ltd., CRP and SAS

Won an order for supply, testing & commissioning of CRP and SAS to 225/90/33kv Tiguent SS, 220/90/33kv Beni Nadji SS, 220/90kv NKT Nord SS

Sterling & Wilson Pvt. Ltd., CRP & SCADA and CRP & SAS

Won orders for supply and supervision of installation, testing and commissioning of 1) CRP & SCADA for 220kV GIS Substation at NXTRA Data Center, Pune and 2) CRP & SAS for 220kV GIS and Extension 2 Line bays and integration of these line bays with existing SCADA & Busbar System at Hinjewadi Substation, Pune



Major project/delivery executions

E-House project of Adani Electricity Mumbai Ltd. got successfully commissioned at Mumbai

The project involved Design, Engineering, Supply, Erection, Testing & Commissioning (2x20MVA, 33/11kV SS) for Bhavans College Site at Mumbai



Two PDC buildings got shipped to Prodair Air Products India Private Ltd.

The contract involved Design, Engineering, Manufacturing and Supply of 2 PDC buildings (E-House) along with Supervision during Erection, Testing and Commissioning. Supply has been successfully completed (ex-works).



E-House project of Yamuna Power & Infrastructure Ltd. at Karnal, Haryana got successfully commissioned

The project involved Design, Engineering, Supply, Erection, Testing & Commissioning (33 / 11 kV GIS)



E-House project of Galaxy Concab (I) Private Ltd. at Panipat, Haryana got successfully commissioned

The project involved Design, Engineering, Supply, Erection, Testing & Commissioning (33 / 11 kV GIS)



Two E-house projects of North Bihar Power Distribution Company Ltd. is under execution

The project involves Design, Engineering, Supply, Erection, Testing & Commissioning of an E-House Sub-Station each (2 x 10 MVA, 33 / 11 kV GIS) at Muzaffarpur and Samastipur towns of North Bihar under Integrated Power Development Scheme on Turnkey Basis



Four E-house projects of South Bihar Power Distribution Company Ltd. is under execution

The project involves Design, Engineering, Supply, Erection, Testing & Commissioning of Four nos. of E-House Containerized Sub-Stations (2 x 10 MVA, 33 / 11 kV GIS) under Integrated Power Development Scheme from OEM on Turnkey Basis



Solar Power Generation and Distribution project at Hardoi, Uttar Pradesh got handed over to HCL Foundation

The project involved Design, Engineering, Procurement, Supply, Installation, Testing and Commissioning of 1) 11 nos. of Solar PV Power Plants, and 2) Local Distribution Line and Service Connection to individual households. Envisaged by HCL Foundation to provide alternate power source to the villages of Hardoi district, the project was successfully commissioned and handed over to the customer with utmost satisfaction. It is now being run under a subsequent Operation and Maintenance contract.



CRP and SCADA System for MMRDA Metro Rail project got supplied to Mavin Switchgears and Control Pvt. Ltd.

The project involved supplies of CRP and SCADA system (110kV-cum-25kV Traction cum 33kV Axillary Main Substation) for DN Nagar depot and Charkop depot. Charkop RSS system was inaugurated by the Honorable CM of Maharashtra in January 2021.



RTU and SCADA System for MMRDA Metro Rail project got supplied to Sterling and Wilson Pvt. Ltd.

The project involved supply of RTU & SCADA for Mumbai Metro Line 2A - Dahisar East to DN Nagar. Operation Control Center was inaugurated by Honorable CM of Maharashtra in January 2021.



SCADA, RTU & APM System project of Hindustan Petroleum Corporation Limited is progressing well

As part of the project, factory acceptance test, supply and installation of equipment stands accomplished. Project is in the final stage of execution.



Business Outlook

The sequential strengthening of business environment and momentum through the year met with a severe second wave of the pandemic striking the country in the second fortnight of March 2021. Considering the sheer severity of the second wave and regional lockdowns implemented across various cities and states, we anticipate some correction in the healthy momentum achieved over the last three quarters. A strong silver lining from the economic perspective is the country's resolve to not allow any mass scale diversion from output growth and capital-accretive infrastructure projects.

With the strong economic outlook for FY22 and Government's intensified focus on Make in India initiative, power consumption is likely to go up. Additionally, Government of India's focus on infrastructure development, including identification of a National Infrastructure pipeline that commits major investments in infrastructure between 2020-2025, shall drive growth of power consumption in the country.

Such positive outlook provides significant growth opportunities for the Company. We continue to be a technology leader in Medium Voltage products, systems and services. Our focus is to boost connected products and digital services and further strengthen the digital customer experience to continue our leadership in various market segments.

Over and above, our focus on being a market leader, we aim to be digital, sustainable, resilient and efficient in our core operations as well our extended supply chains. SE Group's digital transformation is fundamentally changing how we do business, at every level of the group. Our ambition is to further strengthen our leading position as a cross industry IoT player with our EcoStruxure™ portfolio. Importantly, we continue to accompany our customers across the whole life cycle of their assets, portfolios and installations. We aim at delivering our full value proposition to support the future of grid, buildings, healthcare, data centers, industries, and infrastructure.

Sustainability is at the core of everything we do, in line with our purpose. We keep on progressing and consolidating our position as a practitioner and an expert in sustainability with increasing focus on green products.

Strength resides in agility, local reactivity and speed. We plan to build on everything we learned in 2020. Crises are a powerful learning accelerator because they leave us no choice. They also remind us that we are more resilient, more flexible and have a huge capacity for change - attributes which are a solid foundation for innovation and growth.



Board's Report

Board's Report

Dear Members,

Your Directors take pleasure in presenting the 11th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the year ended March 31, 2021.

Financial Results

	(₹ in million)	
	Financial Year 2020-2021	Financial Year 2019-2020
Sales and Services	12,971.28	13,844.10
EBITDA	822.81	389.81
(As percentage of sales)	6.3%	2.8%
Depreciation	220.85	218.29
EBIT	601.96	171.51
Interest, net	481.95	480.78
Restructuring	130.12	(13.52)
Profit/(Loss) after tax	(10.11)	(295.75)

Company's Financial Performance and State of the Affairs

The Operating Revenue of the Company was at INR 12,971.28 million in financial year ended on March 31, 2021, compared to INR 13,844.10 million in financial year 2019-2020. The loss after tax in financial year 2020-21 was at INR 10.11 million compared to loss of INR 295.75 million in the previous year.

For further update on performance of the Company in Financial Year 2020-21, please refer to Management Discussion and Analysis Report, forming part of this Annual Report.

Annual Performance

Details of the Company's annual financial performance as published on the Company's website and presented during the analyst call, after declaration of annual results can be accessed using the following link: <https://infra.schneider-electric.co.in/investor/annualreportsandfinancials>.

Dividend and Dividend Distribution Policy

No dividend has been declared by the Directors for the year ended March 31, 2021.

Your Company has formulated Dividend Distribution Policy ("the Policy") in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and any amendments thereto, for bringing transparency in the matter of declaration of dividend and to protect the interest of investors.

The Policy can be accessed on the website of the Company at <https://infra.schneider-electric.co.in/supervision/images/policies/policies7LWFvGw5Nh.pdf>

Reserves

The details of reserves are provided under the note of equity in financial statements.

Share Capital

During the year, there has been no change in the Share Capital of the Company and the paid-up share capital is ₹ 2,19,82,08,070/- as on March 31, 2021. The share capital comprises of 239,104,035 equity shares of ₹ 2 each and 172,000,000 8% non-convertible preference shares of ₹ 10 each.

Extract of Annual Return

In accordance with Section 92(3) of the Companies Act, 2013 ("the Act"), the annual return in the prescribed format is available at Company's website at <https://infra.schneider-electric.co.in/supervision/images/announcements/announcements0FePq9A3Og.pdf>.

Directors

At the year ended March 31, 2021, the Board had 10 (ten) Directors, comprising of 2 (two) Executive Directors, 4 (four) Non-Executive Directors and 4 (four) Independent Directors including a Woman Independent Director.

The year under review saw the following changes to the Board composition:

Appointment(s)

The Board of Directors of the Company at their meeting

held on June 16, 2020, based on the recommendation of the Nomination & Remuneration Committee (NRC) approved the appointment of Mr. Arnab Roy (DIN: 02522674), as an Additional Whole-Time Director for a period of 3 (three) years w.e.f. June 16, 2020. Appointment was approved by the members at the 10th (Tenth) Annual General Meeting ('AGM') held on September 8, 2020. However, the designation of Mr. Arnab Roy was changed from Whole-Time Director to Non-Executive Director w.e.f. January 1, 2021 due change in his role within the Schneider Electric Group ("SE Group").

After closure of the financial year, as part of comprehensive succession planning, the Board of Directors in its meeting held on April 16, 2021 approved appointment of Mr. Sanjay Sudhakaran as Managing Director (MD) & Chief Executive Officer (CEO) of the Company effective from May 1, 2021 in place of Mr. Bruno Bernard Dercle, who resigned from his position as MD & CEO of the Company w.e.f. April 30, 2021 due to other pre-commitments.

As on the date of this Report, the Board, on the recommendation of NRC, approved the following:

- appointment of Mr. Sanjay Sudhakaran (DIN: 00212610), as Additional Director, MD & CEO of the Company, in professional capacity for a period of 5 (five) years w.e.f. May 1, 2021, who holds office upto the date of the 11th (Eleventh) Annual General Meeting (AGM).

The appointment of Mr. Sudhakaran is subject to the approval of the Members at this 11th AGM.
- appointment of Mr. Amol Phatak (DIN:09149703), as Additional Non-Executive Director w.e.f. May 1, 2021, who holds office upto the date of the 11th AGM.
- change in designation of Mr. Amol Phatak from Additional Non-Executive Director to Additional Whole-Time Director of the Company, in professional capacity for a period of 3 (three) years w.e.f. August 12, 2021.

The appointment of Mr. Phatak as Whole-Time Director is subject to the approval of the Members at this 11th AGM.

In terms of provisions of the Act and the Listing Regulations, NRC has identified list of core skills, expertise and competencies required for a person to possess in order to be selected as a Board member. The NRC also focuses on the qualification and competence of the person, professional experience, the positive attributes, standards of integrity, ethical behaviour and independent judgement of the person in selecting a new Board member.

Re-appointment(s)

In accordance with the provisions of Act and the Articles of Association of the Company, Mr. Anil Chaudhry (DIN: 03213517), Non-Executive Director, is retiring by rotation and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment.

Brief profiles of Mr. Sanjay Sudhakaran, Mr. Amol Phatak and Mr. Anil Chaudhry along with the disclosures required pursuant to the Listing Regulations and the Act are provided for attention of the Members in the Notice of the 11th (Eleventh) AGM.

In case of re-appointment of Non-Executive Director, NRC and the Board takes into consideration, the performance of the Director based on the Board evaluation and his/her engagement level during their previous tenure.

Cessation(s)

There were no cessations from directorship during the year under review. However, the following cessations took place after the end of the financial year and till the date of this report.

Mr. Bruno Bernard Dercle resigned from the position of MD & CEO of the Company w.e.f. close of business hours on April 30, 2021 owing to his pre-occupation.

Your Directors express their profound grief and sorrow over the sad demise of Mr. Bruno Bernard Dercle on May 9, 2021. Mr. Dercle's association with SE Group spans for over 18 years. He leaves behind a great legacy to be carried forward by his colleagues in Schneider Electric. Mr. Dercle was a role model for honesty, trust, mentorship as well as a passion for travel and discovery.

Further, Mr. Piyush Pandey resigned from the position of Whole-Time Director w.e.f. close of business hours on April 30, 2021 in order to take up a new role in the SE Group.

Board places on record its appreciation for the valuable services rendered by Mr. Pandey during his tenure.

Number of Board Meetings

The Board of Directors of the Company met 5 (five) times during the financial year 2020-21. For further details, please refer to Report on Corporate Governance, which forms a part of this Annual Report. The gap intervening between two meetings of the Board is within the time prescribed under the Act and the Listing Regulations.

Declaration of Independence by Independent Directors

The Company has received necessary declaration from the Independent Directors confirming that they meet the criteria of independence as laid out under Section 149(6) of Act and as per the Listing Regulations.

Key Managerial Personnel(s) (KMPs)

During the year under review, the Company appointed Mr. Arnab Roy as Whole-Time Director w.e.f. June 16, 2020 and designated him as the KMP under Section 203 of the Act. However, he ceased to be the KMP w.e.f. January 1, 2021 upon stepping down from his position of Whole-Time Director and continuing as Non-Executive Director on Board.

Mr. Mayank Holani was appointed as Chief Financial Officer (CFO) and accordingly, KMP of the Company effective from September 9, 2020 in place of

Mr. Arnab Roy who ceased to be the CFO w.e.f. September 8, 2020.

Mr. Bruno Bernard Dercle and Mr. Piyush Pandey relinquished their respective positions of KMP w.e.f. April 30, 2021 owing to their resignation as MD & CEO and Whole-Time Director of the Company, respectively.

Mr. Sanjay Sudhakaran, appointed as MD & CEO and Mr. Amol Phatak appointed as Whole-Time Director of the Company have been designated as KMPs effective from May 1, 2021 and August 12, 2021 respectively.

During the year under review, Ms. Bhumika Sood stepped down from her position as the Company Secretary & Compliance officer of the Company w.e.f. October 22, 2020. She was re-appointed by Board in its meeting held on November 12, 2020 to be effective from November 20, 2020.

The following Directors/Executives are KMPs of the Company as at the date of this report:

- Mr. Sanjay Sudhakaran, Managing Director and Chief Executive Officer;
- Mr. Amol Phatak, Whole-Time Director
- Mr. Mayank Holani, Chief Financial Officer;
- Ms. Bhumika Sood, Company Secretary and Compliance Officer.

Annual Evaluation of Board's Performance and Performance of its Committees, Chairman and Individual Directors

The Company has devised a formal process for annual evaluation of performance of the Board, its Committees, Chairman and Individual Directors ("Board Evaluation") which include criteria for performance evaluation of non-executive directors and executive directors as laid down by the NRC and the Board of Directors of the Company.

The Board of Directors have carried out an annual evaluation of its own performance, performance of the Directors individually, Chairman, as well as the evaluation of the working of its statutory Committees, pursuant to the provisions of the Act, Regulation 25 of the Listing Regulations and the Guidance Note on Board Evaluation issued by Securities & Exchange Board of India (SEBI) on January 05, 2017.

The outcome of the Board Evaluation was discussed by the NRC and the Board at their respective meetings held on June 23, 2021.

A detailed update on the Board Evaluation is provided in the Corporate Governance Report, forming part of this Annual Report.

Remuneration Policy

Your Company follows a compensation mix of fixed pay, benefits and performance based variable pay, which is paid based on the business performance and goals of the Company.

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a director. The Board has, on the recommendation of NRC, framed a policy on remuneration to be paid to directors, key managerial personnel and other employees and criteria for appointment of directors.

During the year under review, there have been no changes to the policy. The policy is available on the website of the Company at <https://infra.schneider-electric.co.in/supervision/images/policies/policiesi9nEqpDA7e.pdf>.

The remuneration paid to the directors, key managerial personnel and senior management is in accordance with the Nomination and Remuneration Policy.

Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The Board has following statutory Committees functioning in accordance to their respective roles and defined scope:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders Relationship Committee
5. Risk Management Committee

In addition, the Board has constituted Finance and Banking Committee inter-alia to take care of the day to day banking operations of the Company.

Details of composition, terms of reference and number of meetings held for respective committees are provided in the Corporate Governance Report, which forms part of this Annual Report.

During the year, all recommendations made by each of the Committees were accepted by the Board.

The Board has laid down Code of Conduct - Principles of Responsibility (PoR) for Directors, Senior Executives and Employees of the Company and the same can be accessed using the following link: <https://infra.schneider-electric.co.in/investor/codeofconduct>.

Related Party Transactions

In line with the requirements of the Act and the Listing Regulations, all related party transactions entered by the Company during the year under review were on arm's length basis and in the ordinary course of business. No material related party transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, no transactions are being reported in Form

AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

All related party transactions were entered into with the prior approval of the Audit Committee and omnibus approval was obtained for unforeseeable transactions. A report on the transactions, specifying the nature, value and terms and conditions of the same, done during the quarter vis-à-vis the approval granted are presented to the Audit Committee on a quarterly basis for its review.

The Company's policy on Related Party Transactions formulated in line with the requirements of the Act and the Listing Regulations, is available on the website and can be accessed at: <https://infra.schneider-electric.co.in/supervision/images/policies/policiesyn0kCFEtax.pdf>

Deposits

Your Company had no opening balance of Deposits. Further, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review.

Loans, Guarantees, Securities and Investments

During the year under review, the Company has neither extended any loan, or guarantees or provided any security on guarantees nor made any investments in terms of the provision of Section 186 of the Act.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo, as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is set out in the **Annexure I** to this Report.

Particulars of Employees and Remuneration

The statement of disclosure pertaining to remuneration and other details as required under Section 197 of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and set out as **Annexure II** to this Report.

In terms of Section 136 of the Act, the said annexure shall be available for inspection electronically only, pursuant to the prevailing situation caused by COVID19.

Auditors

Statutory Auditors

M/s. S. N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/N500045) were appointed as statutory auditors of the Company, for a

period of 5 (five) years, at the 10th (tenth) AGM of the Company held on September 8, 2020 to hold office till the conclusion of the 15th (fifteenth) AGM.

The report given by the Auditors on the Financial Statements of the Company for financial year 2020-21 forms part of this Annual Report. There has been no qualification, reservation, adverse remarks or disclaimer given by the Auditor in their report.

Further, the Auditors Report being self-explanatory does not call for any further comments from the Board of Directors.

During the year under the review, no instances of fraud have been reported by the Statutory Auditors under Section 143(12) of the Act and the rules framed thereunder, neither to the Company nor to the Central Government.

Cost Auditors

The Company has maintained cost records in respect of the applicable products as specified by the Central Government, for the financial year ended March 31, 2021 in terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time.

On the recommendation of the Audit Committee, the Board of Directors of the Company re-appointed M/s. Shome & Banerjee, Cost Accountants, Kolkata (Firm Registration No. 000001) as Cost Auditors of the Company, for conducting the audit of the cost records maintained by the Company for financial year 2020-21.

M/s. Shome & Banerjee have been re-appointed for financial year 2021-22 as well. A resolution seeking ratification of the remuneration payable to the Cost Auditors for financial year 2021-22 forms part of the notice of the ensuing AGM.

A Certificate from M/s. Shome & Banerjee, Cost Accountants has been received to the effect that their appointment as Cost Auditors of the Company, is in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

The Company filed the Cost Audit Report for financial year 2019-2020 with the Registrar of Companies, within the time limit prescribed under the Companies (Cost Records and Audit) Rules, 2014.

Secretarial Auditors

The Board of Directors of the Company appointed M/s Sanjay Grover and Associates, Practicing Company Secretaries as the Secretarial Auditors to conduct an audit of the secretarial records for the financial year 2020-21 as required under Section 204 of the Act and rules made thereunder. The Secretarial Audit Report does not contain any qualification, reservation, adverse remarks or disclaimer and is attached as **Annexure III** to this Report.

The Board has re-appointed M/s Sanjay Grover and

Associates, as Secretarial Auditors for the financial year 2021-22. The Company has received consent from M/s Sanjay Grover and Associates, for acting as the Secretarial Auditors for the financial year ending March 31, 2022.

Pursuant to SEBI circular no. CIR/CFD/CMO1/27/2019 dated February 8, 2019, the Company has also undertaken an audit for all applicable compliances as per the Listing Regulations and circular guidelines issued thereunder. The Annual Secretarial Compliance Report for the financial year 2020-21 has also been submitted to the Stock Exchanges within the stipulated timeline.

The Secretarial Auditors were also present virtually at the last AGM of the Company.

Corporate Governance

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance setting out the governance structure, principal activities of Board and its Committees and the policies and practices that enable the Board to fulfill its responsibilities together with a Certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is provided under separate section in this Annual Report.

Whistle Blower Policy/ Vigil Mechanism

The Company has in place a robust vigil mechanism for reporting genuine concerns through its Whistle Blower Policy. As per the policy adopted, all complaints are reported to the Group Compliance Officer, who is independent of operating management. In line with global practices, dedicated email IDs, a centralized database, a whistle-blower hotline, with multiple language options and a web-based portal have been created to facilitate receipt of complaints. All employees and stakeholders can register their integrity related concerns either by calling the toll-free number or by writing on the web-based portal.

Your Company investigates such complaints speedily, confidentially and in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained. After the investigation, established cases are brought to the SE Group Ethics Committee for decision-making. All whistle-blower cases are periodically presented and reported to the Company's Audit Committee. The details of this process are also provided in the Corporate Governance Report forming part of this Annual Report and the Whistle Blower Policy is available on Company's website at <https://infra.schneider-electric.co.in/supervision/images/policies/policiesg7dbFlyt0Q.pdf>.

Directors' Responsibility Statement

The Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards had been followed and there are no material departure from the same;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. March 31, 2021 and of the loss of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively; and
- g) the Company has complied with the Secretarial Standards-1 (Meetings of Board of Directors) and Secretarial Standards-2 (General Meetings) issued and amended from time to time, by the Institute of Company Secretaries of India.

Significant and Material Orders passed by the Courts and Tribunals

There has been no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

Development and Implementation of Risk Management Policy

In compliance to requirements of the Act, the Company has developed and implemented Risk Management Policy, emphasizing on assessment procedures for risk minimization. These procedures are periodically reviewed to ensure that the executive management controls risk through means of a properly defined framework, which is in line with best practices of current risk management.

Risk can be referred to as the chances of having an unexpected or negative outcome. Any action or activity that leads to loss of any type can be termed as risk. There are different types of risks that an organisation might face and needs to overcome. Risks can be classified into three types: Business Risk, Non-Business Risk and Financial Risk. The primary objective of our risk assessment policy is to assess

the level of impact from such negative outcome and the measures required to cover the organisation from such risks.

Also, in compliance to the Listing Regulations, the Board has constituted a Risk Management Committee to ensure that current Risk Management Policy achieves the objectives of operational efficiency and effectiveness, informed decision making, protection of people and assets and compliance with applicable laws and regulations. The details of the same are available in Corporate Governance Report forming part of this Annual Report.

In terms of the amendments in the Listing Regulations, related to enhanced role and scope of the Risk Management Committee, the Board of Directors have approved and adopted the revised terms of reference of the Risk Management Committee to align them with the roles and responsibilities specified in Schedule II of the Listing Regulations.

The Risk Management Policy of the Company can be accessed using the following link: <https://infra.schneider-electric.co.in/supervision/images/policies/policiesJp6l51g8d2.pdf>.

Internal Audit and Internal Financial Control

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Board appointed Mr. Anurag Bothra as Internal Auditor of the Company to conduct the Internal Audit for the financial year 2020-21. The Company has set up a robust risk management framework across the organization which facilitates identification, assessment, communication and management of risk in effective manner. The audit plan for the year is based on risk assessment, which is approved by the Audit Committee.

In compliance to requirements of the Act, your Company has put in place, an independent and objective inhouse internal audit department designed to provide reasonable assurance with regards to the effectiveness and adequacy of the internal control system, processes and reliability of financial reporting.

The in-house internal audit department, along with third party audit firms, provides audit assurance and consulting activities designed to add value and improve the Company's end to end processes through a systematic disciplined approach, from inception, through fieldwork to final reporting. All five essential components of Committee of Sponsoring Organization (COSO) frame-work i.e. control environment, risk assessment, control activities, information communication and monitoring are considered while defining the control objective, as the intent is to ensure adherence to Company defined guidelines along with value addition through improvement in existing Company processes.

Also, as per requirements of the Act, a detailed internal financial control framework has been documented

and is reviewed and updated annually. Operating effectiveness of such framework is tested on annual basis and results are presented to Board and shared with statutory auditors. Controls self-assessments are performed by respective process owners annually for the defined controls.

The Audit Committee does a regular review of the internal 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.

On review of the internal audit observations, the Company confirms that there are no adverse observations and the Internal financial controls were adequate and operating effectively.

Prevention of Sexual Harassment at Workplace

Your Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

Pursuant to the above provisions, the Company has constituted Internal Complaints Committees (ICCs) for every location where it operates which have been given the responsibility to receive and address the complaints.

A brief update on these cases is reported to the Audit Committee and Board of Directors of the Company on quarterly basis.

The Company periodically conducts sessions for employees across the organization to create awareness about the policy in place and provisions of the law in this regard

During the year under review, no complaints were reported under the said policy.

Transfer of Unclaimed Dividend & Shares in favor of Investor Education and Protection Fund (IEPF) Authority

No transfers of unpaid dividend and shares in IEPF were executed during the financial year ended March 31, 2021. However, in adherence to the provisions of section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the ("IEPF Rules"), the shares on which dividends were not claimed and the unclaimed dividends for 7 (seven) consecutive years were transferred in favor of IEPF Authority, during the financial year 2019-2020, in accordance with the

provisions of the Act.

Your Company duly followed the procedure for transfer of shares and Dividends as laid under the Act, the Listing Regulations and IEPF Rules and had sent the notices to the respective shareholders who have not claimed their dividend for the last 7 (seven) consecutive years.

Code of Conduct for Prevention of Insider Trading

The Code of Conduct for Prevention of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time is uploaded on the website of the Company and can be accessed at <https://infra.schneider-electric.com/supervision/images/policies/policies604ehrnNG.pdf>

Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Listing Regulations, a detailed report on the Management Discussion and Analysis is presented in a separate section forming part of this Annual Report.

Corporate Social Responsibility (CSR)

The Company is not required to spend any amount towards the mandatory CSR spend under the Act for financial year 2020-21, since the Company has been at a loss, at an average, for last 3 (three) financial years.

However, in the financial year 2020-21, the SE Group was actively involved in CSR activities. The SE Group also aligned its programs to contribute to UN set Sustainable Development Goals 2030 ("SDG").

In terms of the provisions of Section 135 of the Act and the rules framed thereunder, the Corporate Social Responsibility Committee constituted by the Board, had the following Directors as members, as at March 31, 2021:

1. Mr. Bruno Bernard Dercle*
2. Mr. Ranjan Pant
3. Mr. VS Vasudevan

**Mr. Bruno Bernard Dercle resigned from the directorship w.e.f. April 30, 2021 and accordingly ceased to be a member of the Committee from said date. Mr. Sanjay Sudhakaran was appointed as member of CSR Committee w.e.f. May 1, 2021.*

The statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as **Annexure IV**.

The Company has in place a CSR policy which can be accessed at <https://infra.schneider-electric.co.in/supervision/images/policies/policies604ehrnNG.pdf>.

Business Responsibility Report

Your Company has embedded in its core business philosophy, the vision of societal welfare and environmental protection. In compliance with Regulation 34(2)(f) of the Listing Regulations, your Company has included Business Responsibility Report, as part of this Annual Report.

Acknowledgments

Your Board takes this opportunity to convey its deep appreciation to our shareholders, customers, business partners, vendors, bankers, financial institutions and academic institutions for all the support rendered during the year.

The Board also immensely thank all the Departments of Government of India, the various ministries of the state governments, the central and state electricity regulatory authorities, tax authorities, and local authorities in areas where we are operational in India, for all the support rendered during the year and look forward to their continued support in the future.

Finally, we place on record our appreciation of the contributions made by all our employees at all levels and their families for making the Company what it is.

On behalf of the Board of Directors,
For Schneider Electric Infrastructure Limited

Vinod Kumar Dhall
Chairman
DIN: 02591373

Date: August 12, 2021
Place: Noida

ANNEXURE I

Conservation of Energy and Technology Absorption & Foreign Exchange - Earning & Outgo

Vadodara - Medium voltage switchgear (MVI) factory

A. Conservation of energy:

1. The steps taken or impact on conservation of energy management:	<ul style="list-style-type: none"> Plant is ISO50K certified. Energy management application is upgraded from PME8.2 to PME 20. Application migration on SE server completed in 2020, 4th Quarter to address cyber security non-compatibility/ data loss due to application stability issues on local server environment. Energy management program status & action plan is reviewed periodically by plant energy team. Green initiative - 250+ Mango trees planted in TBI factory and in addition to that we also have planted more than 15 numbers trees at Hard pad of MVI factory. Started water extraction from recharge well of rainwater harvesting, at MVI factory.
2. The steps taken by company for utilizing alternate source of energy:	<ul style="list-style-type: none"> Pneumatic tools replaced by electric tools at pole assembly (CBD), Structure assembly & finishing area (FBX). Improved operational controls & maintenance practices to avoid energy wastage & optimum energy performance of utility / facility equipment. Solar consumption (imported from solar grid): 610047 kwh with comparative saving (w.r.t. grid electricity import charges) of @ 1.7 MINR.
3. Capital investment on energy conservation equipment:	<ul style="list-style-type: none"> HVAC (Chiller based system) installed and commissioning under progress. Investment approximate 44 MINR Helium leak test and SF6 filling machine localization for Business contingency plan to support existing Business and Transactional Business. (Procurement of HVLS fans, LED lamps & heat reflecting coating on rooftop): 2.8 MINR. Capital investment for process improvement: CNC punching machine for Copper Busbar processing introduced and investment amount was 14.26 MINR. Introduced and established Copper Busway processing line and invested 110 MINR. AIS FAT made as per safety Cook book, invested around 2.7 MINR. It was itself benchmarking at E&T pacific and enhanced customer experience during product inspection. To improve the process flow, SHOP RELAY OUT completed successfully.
4. Energy conservation and saving calculation	<ul style="list-style-type: none"> Savings during the financial year 2020 Vs year 2019 (in ₹) Electricity saving 18% (484k kwh). Energy performance improvement measures includes - <ul style="list-style-type: none"> Energy management program to improve energy efficiency of significant energy usages. Usage of energy efficient solutions (LED lamps & HVLS fans).

B. Technology Absorption

1. Efforts made towards technology absorption:	<ul style="list-style-type: none">• Copper Busway Localization:<ul style="list-style-type: none">- I line II Copper Busway localized from India during year 2020. 501 MINR orders executed till date- Sf6 zero emission approach (FBX manufacturing):• Real time Sf6 emission monitoring, recording & control system with centralized gas supply system developed & integrated with machine- Digital spare part traceability:• QR code on product implemented on Pilot basis
2. The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none">• Improved CNPS (LV-FAT & automated joint pack testing).• Benchmarked energy efficient solution deployed for AIS.• IT infrastructure revamp has improved overall system redundancy.• Cost optimized Cu bus way localization with sales & revenue growth.
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) a) The details of technology imported b) The year of Import c) Whether the technology has been fully absorbed d) If not fully absorbed, area where absorption has not taken place and the reasons thereof	<ul style="list-style-type: none">• No technology was imported during last 3 (three) financial years.

Vadodara - Transformer factory

A. Conservation of energy:

1. The steps taken or impact on conservation of energy management	<ul style="list-style-type: none">• Plant is certified under ISO:50001-2018 Energy management System.• Plant having recertified by NABL accreditation for Test Laboratory.• Green initiative - 250+ Mango Trees planted in factory.• Shop floor light improved by adding more Transparent Roof sheet and Wind Turbo Ventilator for Air circulation.• Solar Roof Top, Rain water Harvesting, and Zero discharge facility sustained.• Rejected RO water is recycled in canteen for utensil cleaning and washrooms.• STP treated water is used for Gardening.• Energy Performance Indicator (EnPI) report is published monthly.• MPT Air Drying Oven & Autoclave taken out from operation to save on Electrical Energy cost.• Focus on Green technologies. Transformers supplied with environment friendly natural Ester Oil.
2. The steps taken by company for utilizing alternate source of energy:	<ul style="list-style-type: none">• Third Party Solar Panel Deployed, Capacity 359 KW.• Energy audit by Schneider energy audit team in the year 2019.• Energy management system Audit done in February 2020.
3. Capital investment on energy conservation equipment:	<ul style="list-style-type: none">• Roof Top Solar System implemented in 2017, saved 10.5 Lakhs/Annum in financial year 2020-21.
4. Energy conservation and saving calculation	<ul style="list-style-type: none">• Savings during the financial year 2020-21 (in ₹): Electricity saving – 10 Lakh.

B. Technology Absorption

1. Efforts made towards technology absorption:	<ul style="list-style-type: none">• Deployment of Global technology with flat yoke and Bandage clamping for Distribution Transformers.• Corrugated Fin wall tank design in Distribution Transformers for Export Market.• Oblong design adaptation for Distribution Transformers extended up to 2.5 MVA rating.
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2. The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> • MTO / CTO standard series optimization with a view on Standardization of Distribution transformers design up to 2.5 MVA, 33 kV as per BIS License to offer faster delivery in market with a standard price list. • Launch of Global mechanical design software for Medium Power Transformer (1st Phase) - Optimus. • CTC Winding design implementation in MPT range of Transformers for Quality, Cost & Delivery improvement. • Largest rating - Solar step-up Transformer - 80/100 MVA, 132/33 kV successfully executed. • Inverter duty Solar Transformer design with Foil winding technology extended up to 12.5 MVA rating. • Connected Transformer launched with integrated Thermal sensor (TH110) and Climate sensor (CL110) - Eco-Struxure solution. • Dynamic Short Circuit testing on 6 MPT & ODT ratings of Transformers including 2 nos. 132 kV MPT Ratings for Power Grid.
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) <ol style="list-style-type: none"> a) The details of technology imported b) The year of Import c) Whether the technology has been fully absorbed d) If not fully absorbed, area where absorption has not taken place and the reasons thereof 	<ul style="list-style-type: none"> • Global Bandage technology was imported for Distribution Transformers. <ol style="list-style-type: none"> a) Global Bandage technology. b) 2019-20. c) Fully deployed on domestic orders / projects from Q2-2019 onwards extended to cover up to 1.6 MVA rating. d) Not Applicable

Kolkata - SLW Factory

A. Conservation of energy:

1. The steps taken or impact on conservation of energy management:	<ul style="list-style-type: none"> • Plant is certified under ISO:50001-2018 Energy management System. • Green initiative – Plant take initiative to plant trees in locality in every year. (Last year done in BSF & CRPF residential complex & in Government schools). • Rain water harvesting plant is installed to utilize rain water in surface treatment process. • Water recycling plant is used to reuse 50% of the process residual water. • ETP plant is used to treated process water & use it for Gardening. • Condensate water from air conditioner is collected & used to refill the cooling tower. • Monthly EnPI report is published.
2. The steps taken by company for utilizing alternate source of energy:	<ul style="list-style-type: none"> • Energy management system Audit is done. • Shop floor light improved by implementing innovative sky tubes. Reduces the use of artificial lights. • Solar heater implemented in canteen in place of electric heater. • Led lamp implemented in VI office, central warehouse & shopfloor replacing metal halide & CFL.
3. Capital investment on energy conservation equipment:	<ul style="list-style-type: none"> • Sky tube installation in 2015.
4. Energy conservation and saving calculation	<ul style="list-style-type: none"> • Savings during the financial year 2019-2020: + 4.5% saving from 2019 - (EnPI).

C. Technology Absorption

1. Efforts made towards technology absorption:	<ul style="list-style-type: none"> • Technology transfer of new generation Vacuum Interrupter- SE3 VI. • Technology transfer of New generation LOCO VCB known as LOCO-22CB NG2 (e-LOCO) from Alstom transport (France). It will support for manufacturing new Generation LOCO engine in India. • Implementation of Project LED in Vacuum Interrupter to increase plant capacity by 30% with addition of Global Customer.
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2.	The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> SE3 VI are more simplified in terms of manufacturing hence providing manufacturing stability. The localization of the SE3 VI provides feeder supply to auto reclosure manufacturing by SE in Brazil. LOCO 22CB NG2 is a new generation upgraded VCB with high reliability & robust in terms of product design. <ul style="list-style-type: none"> One process implementation has benefits like: <ul style="list-style-type: none"> Benchmark Technology with Global SE plants. Energy efficient equipment. Electrical performance improvement. (New BIL Machine). Capability to produce all ranges of SE Vacuum Interrupter after One process Implementation. Reduction of Process time (He Storage tanks). 100% eradication of VOC in surface treatment. (New Surface Treatment Line for Cu & SS). Improve reliability in testing process. (Magnetron 1 & Magnetron 2).
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Technology transfer of new generation Vacuum Interrupter-Vision VI.
	a) The details of technology imported	a) Vacuum Interrupter-Vision VI
	b) The year of Import	b) 2018
	c) Whether the technology has been fully absorbed	c) Yes
	d) If not fully absorbed, area where absorption has not taken place and the reasons thereof	d) Not Applicable

FOREIGN EXCHANGE - EARNINGS AND OUTGO

₹ in million

Particulars	As at March 31, 2021	As at March 31, 2020
Foreign Exchange Earnings	1,427.35	1,392.14
Foreign Exchange Outflow	3,358.73	3,041.65

On behalf of the Board of Directors,
For Schneider Electric Infrastructure Limited

Vinod Kumar Dhall
Chairman
DIN: 02591373

Date: August 12, 2021
Place: Noida

ANNEXURE II

A. Remuneration to whole-time directors

Name of the Director	Designation	Remuneration in fiscal year 2020-21 (₹)	Remuneration in fiscal year 2019-20 (₹)	% increase of remuneration in fiscal year 2020-21 as compared to fiscal year 2019-20	Ratio of remuneration to Median Remuneration of Employees excluding WTDs i.e. Mr. Bruno Bernard Dercle and Mr. Piyush Pandey	Ratio of remuneration to Median Remuneration of Employees including WTDs i.e. Mr. Bruno Bernard Dercle and Mr. Piyush Pandey
Mr. Bruno Bernard Dercle	India Cluster Power Systems VP	2,60,25,403	2,64,98,971	-1.79%	36.13:1	36.09:1
Mr. Piyush Kumar Pandey	Whole-Time Director	87,83,095	61,95,095	41.77%	11.53:1	11.52:1

B. Remuneration of other key managerial personnel (KMP)

Name of the KMP	Designation	Remuneration in fiscal year 2020-21 (₹)	Remuneration in fiscal year 2019-20 (₹)	% increase of remuneration in fiscal year 2020-21 as compared to fiscal year 2019-20	Ratio of remuneration to Median Remuneration of Employees excluding WTDs i.e. Mr. Bruno Bernard Dercle and Mr. Arnab Roy	Ratio of remuneration to Median Remuneration of Employees including WTDs i.e. Mr. Bruno Bernard Dercle and Mr. Arnab Roy
Ms. Bhumika Sood	Company Secretary	61,91,613	61,35,724	0.91%	7.83:1	7.82:1
Mr. Arnab Roy	Chief Financial Officer	1,36,70,929	2,12,15,648	-35.56%	18.50:1	18.48:1
Mr. Mayank Holani	Chief Financial Officer	21,58,587	0	100%	2.08:1	2.08:1

*Remuneration for the part of the year

C. The Median Remuneration of Employees (MRE) excluding whole-time directors (WTDs) was ₹ 700,957 and ₹ 630,515 in fiscal 2020-21 and fiscal 2019-20 respectively. The increase in MRE (excluding WTDs) in fiscal year 2020-21, as compared to fiscal year 2019-20, is 11.16%

D. The MRE including WTDs was ₹ 7,10,760 and ₹ 6,30,610 in fiscal 2020-21 and fiscal 2019-20 respectively. The increase in MRE (including WTDs) in fiscal 2020-21, as compared to fiscal 2019-20, is 11.28%.

E. Top 10 employees in terms of remuneration drawn during the year 2020-21

Employee name	Designation	Remuneration in fiscal 2020-21 (₹)	Qualification	Dt.of Commencement of employment	Age (Years)	Experience (Years)	Particulars of Last Employment	Nature of Employment (Contractual/ otherwise)	% of equity shares held
Mr. Bruno Bernard Dercle	Managing Director and Chief Executive Officer	2,60,25,403	B.E Radio communication	01 Feb 1988	59	35	Schneider Electric Dubai	Permanent	0
Mr. Stephane Lavigne	Global Execution of Projects Director	1,59,68,683	Master in Electrical Engineering	24 Jun 2002	49	21	Alstom Transmission & Distribution	Permanent	0
Mr. Manoj Kumar	India Supply Chain Deployment Head	14830002	MBA/M.E	17 Jul 1989	53	25	Luminous Power Technologies (P) Ltd/	Permanent	0
Mr. Arnab Roy	Director Finance	1,36,70,929	B.sc economics, MBA, CA	08 Mar 2017	47	23	G4S Security Systems (India) Pvt Ltd	Permanent	0
Mr. Gaurav Mathur	Head - CS&Q, APAC Region	1,00,78,026	B.Tech	01 Feb 2016	48	26	Ashok Leyland	Permanent	0
Mr. Subbarao Guntupalli	Director - HUB & EAC	87,85,193	B.E	20 Aug 2004	57	32	Alport International Pvt Ltd	Permanent	0
Mr. Sonatan Goswami	General Manager Financial Controller	83,45,192	CA	25 Nov 2008	51	24	Tata Projects Ltd.	Permanent	0
Mr. Piyush Kumar Pandey	Plant Director	87,83,095	B.E/MBA	02 Jul 2018	48	27	Siemens	Permanent	0
Mr. Latish Babu	Director-Electricity Segment	79,49,290	B.E	14 Jul 2004	53	35	Areva	Permanent	0
Ms. Achal Khanna	General Manager - Logistics	78,37,520	B.Com	07 Jul 2003	51	26	Henkel SPIC	Permanent	0

F. Employees drawing a remuneration of Rs. 1.02 crore or above per annum and posted in India

Employee name	Designation	Remuneration in fiscal 2020-21 (₹)	Qualification	Dt.of Commencement of employment	Age (Years)	Experience (Years)	Particulars of Last Employment	Nature of Employment (Contractual/ otherwise)	% of equity shares held
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H. Number of permanent employees on the rolls of the Company- 1206

Notes:

1. In accordance with the clarification given by the Ministry of Corporate Affairs, remuneration has been computed on the basis of actual expenditure incurred by the Company.
2. Remuneration includes salary, allowances, value of perquisites and Company's contribution to retirement Fund.
3. None of the employee is relative of any Director of the Company.

On behalf of the Board of Directors,
For Schneider Electric Infrastructure Limited

Vinod Kumar Dhall
Chairman
DIN: 02591373

Date: August 12, 2021
Place: Noida

ANNEXURE III

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

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

To,
The Members

Schneider Electric Infrastructure Limited

(CIN: L31900GJ2011PLC064420)

Milestone 87, Vadodara, Halol Highway,

Village Kotambi, Post Office Jarod,

Vadodara, Gujarat-391510

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.

We report that-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company.
- d) Wherever required, we have obtained the Management Representation about the compliances of laws, rules, regulations and standards and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- g) The auditor adhered to best professional standards and practices as could be possible while carrying out audit during the lock-down conditions due to Covid19. The Company made

due efforts to make available the relevant records and documents which were verified through online means to conduct and complete the audit in the aforesaid lock-down conditions.

Based on our online verification of the Company's books, papers, minutes 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 financial year ended on 31st March, 2021 ("audit period") 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 the Company for the financial year ended on 31st March, 2021 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, wherever applicable;
- (v) The following Regulations 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, 2015;
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (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 Companies Act and dealing with client;
- (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");

* No event took place under these regulations during the audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India, with which the Company has generally complied with.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable as mentioned above.

(vi) 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 1000 Voltage Protection Relays and Electricity Distribution & Automation Equipments. As informed by the management, following are the laws which are applicable specifically on the Company:

- Indian Boiler Act, 1923 and rules made there under;
- Environment (Protection) Act, 1986;
- Manufacture, Storage and Import of Hazardous Chemical Rules, 1989; and
- Hazardous Wastes (Management and Handling) Rules, 1989.

We have checked the compliance reporting system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In our opinion and to the best of our

information and according to explanations given to us, we believe that the compliance reporting system of the Company seems adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period the shareholders passed a Special Resolution by way of Postal Ballot on June 21, 2020 to increase the borrowing powers of the board of directors and set authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013 for an aggregate amount not exceeding a sum of Rs. 550 Crores (Rupees Five Hundred Fifty Crores only).

For **Sanjay Grover & Associates**
Company Secretaries

Firm Registration No. P2001DE052900

New Delhi
June 23, 2021

Mohinder Paul Kharbanda
Partner
CP No.: 22192, FCS No.: F2365
UDIN.: F002365C000500357

ANNEXURE IV

ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY

1. A brief outline of the Company's CSR Policy	<p>The Company's CSR Policy has been framed within the objectives prescribed under Schedule VII of the Companies Act, 2013 as per the following Vision and Objective:</p> <p>1. Vision:</p> <p>To be an active contributor in raising the country's human development index and fulfill the role of a Socially Responsible Corporate, being cognizant of environmental concerns.</p> <p>2. Objective:</p> <p>2.1. To align and integrate Schneider Electric – CSR activities with the Schneider philosophy and make them outcome oriented.</p> <p>2.2. To sustain and continuously improve the quality of life and economic well being of the local populace.</p> <p>2.3. To create a brand image of Schneider in the society, a Company which is socially responsible.</p> <p>CSR activities proposed to be undertaken by the Company shall be in pursuance to Section 135 read with Schedule VII of the Companies Act, 2013 (the Act).</p>
2. The Composition of the CSR Committee	<p>Mr. Bruno Bernard Dercle*, Managing Director and Chief Executive Officer</p> <p>Mr. Ranjan Pant, Independent Director</p> <p>Mr. VS Vasudevan, Independent Director</p> <p>*Mr. Bruno Bernard Dercle resigned from the directorship w.e.f. April 30, 2021 and Mr. Sanjay Sudhakaran was appointed as member of CSR Committee w.e.f. May 1, 2021.</p>
3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	<p>https://infra.schneider-electric.co.in/supervision/images/policies/policiesn4JOAF7cU.pdf</p>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	Not Applicable
6. Average net profit / (loss) of the Company as per section 135(5)	₹ (5.06) Million

<p>7. (a) Two percent of average net profit of the company as per section 135(5)</p> <p>(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.</p> <p>(c) Amount required to be set off for the financial year, if any</p> <p>(d) Total CSR obligation for the financial year (7a+7b-7c).</p>	<p>Not Applicable due to losses in preceding three financial years</p>
<p>8. (a) Details of CSR spent or unspent for the financial year:</p> <p>(b) Details of CSR amount spent against ongoing projects for the financial year:</p> <p>(c) Details of CSR amount spent against other than ongoing projects for the financial year:</p> <p>(d) Amount spent in Administrative Overheads</p> <p>(e) Amount spent on Impact Assessment, if applicable</p> <p>(f) Total amount spent for the Financial Year (8b+8c+8d+8e)</p> <p>(g) Excess amount for set off, if any</p>	<p>Not Applicable</p> <p>The Company is not required to spend any budget towards the mandatory CSR spend under the CSR rule as per the Act, since the Company has been at a loss, at an average, for last 3 financial years.</p> <p>However, in the financial year 2020-21, we, as Schneider Electric Group ("Group") were actively involved in CSR activities. Group also align its programs to contribute to UN set Sustainable Development Goals 2030 ("SDG").</p> <p>The Group extended support in Covid19 relief efforts of the country by providing reliable power to 10 Covid19 relief hospitals, financial to 10,000 electricians besides a contribution towards PM care fund.</p> <p>Despite challenges posed by the pandemic, group continued to conduct its ongoing programs. Group trained 7,926 unemployed youth including 237 females and 135 entrepreneurs to start their journey in energy profession. Group also trained 122 trainers in energy field through SEIF's (Schneider Electric India Foundation) skill development program spread across 26 states including 24 aspirational districts. Though this initiative SEIF contributed to SDG 1 of 'No Poverty', SDG 2 of 'Zero Hunger'; SDG 8 of 'Decent Work and Economic Growth'.</p> <p>Through Rural Electrification program, the Group was able to provide access to 1,047 households to clean and safe energy solution, benefitting 5,235 individuals across country including difficult, disturbed and aspirational districts like Gumla, Khunti in Jharkhand, Nabrangpur, Kalahandi, Rayagada in Odisha.</p> <p>The Group installed 120 sets of solar water pumps which served 12,455 farmers under 'Energy for Livelihood' project, undertaken in very remote villages of Jharkhand and Odisha to run agricultural loads like water pumps, rice husking, sugarcane crushing etc. with the help of solar energy. The project impacted the community many-folds by reducing manual labor, increasing agricultural output and hence income. The vision of the program is aligned with SDG 7 of 'Affordable and clean energy'.</p> <p>To build energy and environment conscious future and as contribution towards SDG 13 of 'Climate Action', the Group sensitized 5,000 school children, future leaders of tomorrow through our "Conserve My Planet program" across 7 cities of Delhi, Mumbai, Kolkata, Hyderabad, Bangalore, Pune and Chennai. This initiative was conducted entirely digitally under special circumstances due to COVID19.</p> <p>Our Group efforts provided 43 scholarships to meritorious engineering and diploma graduates from underprivileged background in financial year 2020-21 contributing to SDG 10 of 'Reduced Inequalities'.</p> <p>Our Group encouraged employees to participate in all the above initiatives and contribute in their own ways for the society.</p>

9.	(a) Details of Unspent CSR amount for the preceding three financial years: (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):	Not Applicable
10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). (a) Date of creation or acquisition of the capital asset(s). (b) Amount of CSR spent for creation or acquisition of capital asset. (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable
11.	Specify the reason(s), in case the Company has failed to spend 2% of the average net profit as per Section 135(5)	Not Applicable

On behalf of the Board of Directors,
For Schneider Electric Infrastructure Limited

Vinod Kumar Dhall
Chairman

DIN: 02591373
Date: August 12, 2021
Place: Noida

Sanjay Sudhakaran
Managing Director and
Chief Executive Officer
DIN: 0212610
Date: August 12, 2021
Place: Mumbai

VS Vasudevan
Independent,
Non-Executive Director
DIN: 00130205
Date: August 12, 2021
Place: Hyderabad

Corporate Governance Report

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Directors of Schneider Electric Infrastructure Limited ("SEIL" or "the Company") have pleasure in presenting the Company's Report on Corporate Governance for the financial year 2020-21. Besides adhering to the prescribed corporate

governance practices as per Regulation 4(2) read with Chapter IV of the Listing Regulations, the Company voluntarily governs itself as per highest standards of ethical and responsible conduct of business in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, consumers, lenders and the community at large.

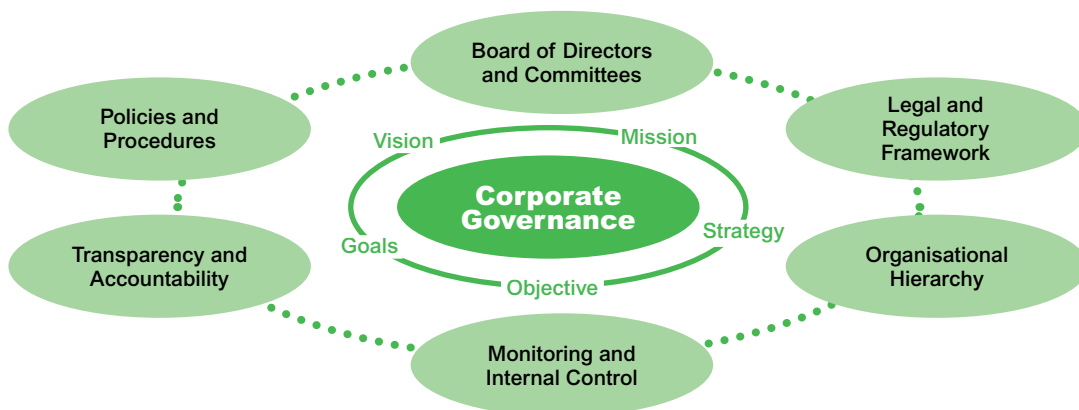
SCHNEIDER'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good governance practices stem from the culture and mindset of the organisation. Your Company considers fair and transparent corporate governance as one of its core management tenets. The Company is a part of the Schneider Electric Group ("SE Group") which has an established reputation of honesty, integrity and sound governance over the years. The Company is guided by a key set of values for all its internal and external interactions.

The Company's philosophy of corporate governance is to enhance the satisfaction of all the Company's stakeholders and improvement of overall corporate value, while balancing economic, social, and corporate value(s).

The Company has always adopted a robust governance framework which played a critical role in ensuring that we remain true to our culture and values creating cornerstone of our long termism and continued success.. In order to enhance the soundness, efficiency, and transparency of management, which are essential to earn trust, the Company continuously strive to strengthen its corporate governance.

The Company's corporate governance framework brings together all the components necessary to manage and monitor the achievement of the Company's outcome:



The Company seeks to execute the practices of corporate governance through the following guiding principles, the practice of which, Company believes, creates the right corporate culture that fulfils the true purpose of corporate governance:

Fairness refers to equal treatment. At your Company, shareholders receive equal consideration irrespective of the shareholding held by them. In addition to shareholders, the Company displays fairness in the treatment of all stakeholders including employees, communities and public officials.

Accountability is a key pillar, which in relation to corporate refers to the obligation and responsibility to give an explanation or reason for the Company's actions and conduct. Your Board communicates with its stakeholders at regular intervals and provides fair, balanced and understandable assessment of how Company is achieving its business purpose.

Responsibility and accountability go hand in hand. The Board of Directors acts on behalf of the Company and therefore they are responsible for the powers that is given and the authority that they exercise. Your Directors are responsible for overseeing the management of the business, affairs of the Company and monitoring the performance of the Company. The Board acts in the best interests of the Company.

Transparency implies providing clear information and maximum possible disclosures without hampering the interests of the Company and those of its stakeholders. Your Company promptly discloses all material matters concerning the organisation's performance and activities in timely and accurate manner and ensures that all investors have access to clear, information which accurately reflects the financial, social and environmental position of the organisation.

COMPANY CULTURE: OUR PRINCIPLES OF RESPONSIBILITY

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

Our ethical values and the guidance of how we want to deliver our mission have been consigned in our document, i.e. Principles of Responsibility. This document is our charter of ethics and serves as our "constitution". Initially created and deployed in 2002, it

had been modified and enriched on several occasions until 2018.

In 2019, we renewed the document in its entirety, as well as the communication and learning tools that support the dissemination to all employees. The deployment was also supported by dedicated learning tools: every employee at SE Group is required to take the learning, either in digital or in-person and then acknowledge their adherence to the Principles.

The **five pillars** of our Principles of Responsibility:



Your Board of Directors, Key Managerial Personnel and Senior Management Officers abide by the Principle of Responsibility and issues a declaration of compliance on annual basis.

ANTI-CORRUPTION

To promote and develop integrity in business activities, various anticorruption initiatives have been created or strengthened. The implementation of the Business Agent Policy and the Gifts & Hospitality Policy, created in 2015, continued throughout the year under review.

BOARD OF DIRECTORS

The Board of Directors ("the Board") is at the core of the Company's corporate governance practices and determines the Company's overall strategy and its implementation. The Company's Board actively contributes to developing a focused, sustainable, energy management and automation Company.

We believe that an active, well informed and independent Board is necessary to ensure highest standards of corporate governance. As on March 31, 2021, the Board of Directors has 10 (ten) members, 4 (four) of whom are Independent Non-Executive Directors, 2 (two) Executive Directors and 4 (four) Non-Independent Non-Executive Directors. The guiding principle in composing the Board of Directors is that it should comprise individuals whose knowledge and experience enables the Board of Directors as a whole to attend to the interests of shareholders, employees and other stakeholders. The Company has a Non-Executive Independent Chairman. 2 (two) out of 10 (ten) members are women, making up 20% of the Board's strength. The Company does not have any Nominee Director.

The profiles of Directors can be accessed at <https://infra.schneider-electric.co.in/investor/boardofdirectors>.

The Board composition is in conformity with the provisions of Section 149 of the Companies Act, 2013

("the Act") and Regulation 17 of the Listing Regulations.

In financial year 2020-21, the Board of Directors conducted 5 (five) board meetings on April 29, 2020; June 16, 2020, August 12, 2020; November 12, 2020; and February 10, 2021. The gap between any two consecutive meetings of the Board did not exceed 120 (one hundred and twenty) days.

The Board and Committee meetings of the Company for financial year 2020-21 were conducted electronically through Video Conferencing mode in terms of the relaxations granted by the regulators, viz. Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), owing to ongoing Covid19 pandemic. The Company complied with all the applicable laws in conducting the Board and Committee meetings electronically.

The Board/Committee meetings are pre-scheduled and a tentative annual calendar of meetings is broadly determined at the beginning of each year. In case of special and urgent business need, the Board's approval is taken by passing resolution by circulation, as permitted by law, which are noted and confirmed in subsequent Board Meeting. The Board approved 4 (four) matters by passing resolution(s) through circulation during financial year 2020-21.

BOARD AGENDA

Meetings are governed by a structured agenda. Any of the Board member, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Agenda papers along with notes are circulated 7 (seven) days prior to the Board meeting except for matters involving unpublished price sensitive information, notes for which are circulated near to the date of meeting in conformity with the general consent given by the Board in this regard.

With a view to leverage technology and reducing paper consumption, the agenda papers are uploaded on Diligent Board Pad, an external tool hired by the Company. The Directors have access to the Diligent Board Pad and the agenda papers can be viewed electronically through the tool.

All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part-A of Schedule II of sub-regulation 7 of Regulation 17 of the Listing Regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the financial year 2020-21, the Independent Directors of the Company met on June 16, 2020 without the attendance of non-independent directors and management of the Company. The Independent Directors discussed, among other matters, overall growth and sustainability issues with respect to Company's business on going concern basis in long run. The Committee also discussed about the cost optimization in terms of current financial position of the

Company and the structural changes, if any required in the Company, post COVID19 scenario.

All the Independent Directors attended the said meeting.

None of the Independent and Non-Executive Directors held any equity shares or convertible instruments of the Company during the financial year ended March 31, 2021.

CHAIRMAN OF THE BOARD

The Chairman leads the Board and upholds the highest standards of integrity, probity and corporate governance through setting clear expectations in terms of culture and values, as well as in terms of the style and tone of board discussions. The Chairman promotes constructive relationship and effective communication between the Directors. He also presides over general meetings of Shareholders. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board.

There is a clear demarcation of duties and responsibilities among the position of the Chairman of the Board and Chief Executive Officer of the Company to ensure best corporate performance.

Details of Directors Attendance, shareholding and other Directorships/ Committee memberships

All meetings of the Board were conducted through audio visual means and attendance was recorded for directors attending through the same. The composition and category of Directors, attendance of each Director at the Board meetings and the last Annual General Meeting, along with details of other Directorships and Committee Membership/Chairmanship as at March 31, 2021, is tabulated hereunder:

Name of Director	Category of Directorship	No. of Board meetings attended			Whether attended last AGM held on September 8, 2020	Number of Directorship in other entities ^a		Name of the listed Companies in which holding position of Director and category of Directorship	Number of Committee [#] positions held in other public companies	
		Held	Attended	%		All	Listed		(including Chairmanship)	Chairman/ Chairperson
Vinod Kumar Dhall	Chairman – Non-Executive Independent Director	5	5	100	Yes	3	2	1. Advani Hotels and Resorts (India) Limited – Independent Director 2. ICICI Securities Limited – Independent Director	1	0
Ranjan Pant	Non-Executive Independent Director	5	5	100	Yes	1	0	Nil	2	2
Subramanian Vishar Vasudevan	Non-Executive Independent Director	5	5	100	Yes	0	0	Nil	0	0
Namrata Kaul	Non-Executive Independent Director	5	5	100	Yes	4	2	1. Prime Securities Limited – Independent Director 2. Havells India Limited – Additional Independent Director	2	0
Anil Chaudhry	Non-Executive Director	5	5	100	Yes	0	0	Nil	0	0
Sugata Sircar	Non-Executive Director	5	5	100	Yes	1	0	Nil	2	0
Bidisha Nagaraj	Non-Executive Director	5	5	100	Yes	0	0	Nil	0	0
Arnab Roy	Non-Executive Director	4	4 ^a	100	Yes	0	0	Nil		
Bruno Bernard Dercle	Managing Director & CEO	5	5	100	Yes	0	0	Nil	0	0
Piyush Pandey	Whole Time Director	5	4 ^b	80	Yes	0	0	Nil	0	0

^a Does not include Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.

[#] Includes only Chairmanship/ Membership of the Audit Committee and Stakeholders' Relationship Committee

Notes:

^a Mr. Arnab Roy was appointed as Whole-Time Director on Board w.e.f. June 16, 2020 and he attended the said meeting in his capacity as Director. Mr. Roy designation was changed to Non-Executive Director w.e.f. January 1, 2021;

^b Mr. Piyush Pandey was granted leave of absence in 1 (one) meeting held on November 12, 2020.

Further, w.r.t. directorship and membership of the Directors, it is hereby confirmed that none of the Directors:

- is a Director in more than 20 companies out of which directorship in public limited companies does not exceed 10 in terms of Section 165 the Act;
- holds directorship in more than 8 listed entities pursuant to Regulation 17A(1) of the Listing Regulations;
- acts as an Independent Director in more than 7 listed entities pursuant to Regulation 17A(1) of Listing Regulations;
- is serving as an Independent Director in more than 3 listed entities in case they are Whole-Time Director of the company pursuant to Regulation 17A(2) of Listing Regulations;
- is a member of more than 10 board level committees of Indian public limited companies;
- is a Chairperson of more than 5 committees, across all companies in which he/she is a director;
- is serving as a Non-Executive Director who has attained the age of 75 (seventy five) years, except Mr. Vinod Kumar Dhall, in respect of whom a special resolution has been passed by the members in their meeting held on September 14, 2018;
- is related to other Director;
- is serving as an Independent Director who has resigned before the expiry of his/ her tenure.

At the 10th (Tenth) Annual General Meeting held on September 8, 2020 through Video Conferencing/Other Audio-Visual Mode, the shareholders approved the appointment of Ms. Namrata Kaul as an Independent Non-Executive Director for a period of 3 (three) years w.e.f. November 6, 2019. The shareholders also approved the appointment of Mr. Arnab Roy as a Whole-Time Director of the Company for the period of 3 (three) years from June 16, 2020, however, he stepped down from his position of Whole-Time Director of the Company w.e.f. December 31, 2020 and is serving as Non-Executive Director on the Board since January 1, 2021.

BOARD FAMILIARIZATION

Your Company believes that a Board, which is well informed / familiarised with the Company and its affairs, can contribute significantly to effectively discharge its role in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors of the Company are updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations & economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions.

On being appointed to the Board, each Director undergoes an induction programme which is tailored to their individual needs and also intends to provide an introduction to the Company's vision, mission, values, operations, challenges, structure and risks. Further, through regular formal reporting process and timely sharing of updates on the Company, it is ensured that our Directors stay updated about any significant

changes therein on a continual basis. Further, periodic presentations are made at the Board and Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Further, the Directors are periodically updated on material changes in regulatory framework and its impact on the Company.

Familiarisation pack is shared with the new appointee which includes various documents viz. organisational structure, the Company's history and milestones, Memorandum & Articles of Association, latest Annual Report, Principles of Responsibility, Reports, Minutes of previous meetings, Policies & Charters etc. The Familiarisation policy of the Company can be accessed at: <https://infra.schneider-electric.co.in/supervision/>

skills and attributes which are taken into consideration while nominating to serve on the Board:

<images/policies/policiesuFwYldN27L.pdf>.

DIVERSITY AND INCLUSION

The Board seeks a complementary diversity of skills and experience across its members, ensuring that the Board is in compliance with the highest standards of corporate governance.

The Directors have extensive experience and a strong track record of value creation. It is a proven Board and management team and the Board believes it has the correct balance of skills, reflecting a broad range of commercial and professional skills that is necessary to ensure the Company is equipped to deliver its objective.

The below table summarises the key qualifications,

Strategy and Planning	Ability to think strategically; identify and critically assess strategic opportunities and threats.
Leadership	Ability to represent the organization and set appropriate Board and organization culture. Demonstrated strengths in talent development, succession planning and bringing change and long term future growth.
Industry Knowledge	Understanding of the 'big picture' in the given industry and recognises the development of industry segments, trends, emerging issues and opportunities.
Technology and Digitisation Perspective	Strong understanding of technology and innovation, and the development and implementation of initiatives to bring excellence.
Regulatory, Legal Governance, Risk and Compliance	Experience with a major organisation that demonstrates rigorous governance standards.
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to analyse key financial statements.
Government Relations (Policy & Process)	Interaction with government and regulators and involvement in public policy decisions.
Marketing and Communication	Knowledge of and experience in marketing services to members and public promotion campaigns.
Member and Stakeholder engagement	High level reputation and the ability to effectively engage and communicate with key stakeholders.
Integrity (ethics)	Understanding and fulfilling the duties and responsibilities of a Director and acting in a transparent manner.
Constructive Questioner	The preparedness to ask questions and challenge management and peer Directors in a constructive and appropriate way about key issues.
Critical and Innovative thinker	The ability to critically analyse complex and detailed information, readily distil key issues and develop innovative solutions to problems.

As set out in the table below, each member of the Board offers a range of core skills and experience that is relevant to the successful operation of the Company. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skills:

Areas of Expertise

Board of Directors as on March 31, 2021	Collective Skills									Personal Attributes		
	Strategy and planning	Leadership	Industry Knowledge	Technology and Digitisation perspective	Regulatory, legal Governance, Risk and Compliance	Financial Performance	Government Relations (policy & process)	Marketing & Communications	Member and stakeholder engagement	Integrity (ethics)	Constructive Questioner	Critical and innovative thinker
Vinod Kumar Dhall	√	√	-	-	√	√	√	-	√	√	√	√
Ranjan Pant	√	√	√	√	-	√	-	√	√	√	√	√
VS Vasudevan	√	√	-	-	√	√	-	-	√	√	√	√
Namrata Kaul	√	√	-	√	√	√	-	-	√	√	√	√
Anil Chaudhry	√	√	√	√	√*	√	√	√	√	√	√	√
Sugata Sircar	√	√	-	√	√	√	-	-	-	√	√	√
Bidisha Nagaraj	√	√	√	√	-	-	-	√	√	√	√	√
Piyush Pandey	√	√	√	√	-	√	-	√	-	√	√	√
Bruno Bernard Dercle	√	√	√	√	-	√	-	√	√	√	-	√
Arnab Roy	√	√	√	√	√	√	-	-	√	√	√	√

* Competency is more for Risk & Compliance. Dependence on experts for Legal and Regulatory Governance.

SUCCESSION PLANNING

Succession planning is an integral part of the operations of the Company as it benefits in identifying key roles and mapping out ways to ensure that the organisation has the right people with the right blend of skills, aptitude, expertise and experiences, in the right place and at the right time.

The Nomination and Remuneration Committee of the Company reviews the succession plan for the appointments made to the Board of Directors as well as of Key Managerial Personnel (KMP) and Senior Management Positions on an annual basis. The Board of Directors are satisfied that plans are in place for orderly succession for the appointment of Board members, KMPs and other senior employees.

As a part of succession planning exercise, Mr. Mayank Holani was identified as successor to Mr. Arnab Roy and was appointed as Chief Financial Officer of the Company effective September 9, 2020. In addition to this, the Nomination & Remuneration Committee played a pivotal role in identifying the successor of Mr. Bruno Bernard Dercle, who stepped down as Managing Director (MD) & Chief Executive Officer (CEO) of the Company with effect from April 30, 2020 and in his place Mr. Sanjay Sudhakaran, was appointed as MD & CEO effective from May 1, 2021.

CONFIRMATION

The Independent Directors provide an annual confirmation that they meet the criteria of independence.

Based on the confirmations / disclosures received from the Independent Directors in terms of Regulation 25(9) of the Listing Regulations, the Board is of the opinion that the Independent Directors fulfil the criteria

or conditions specified under the Act and under the Listing Regulations and are independent of the management.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has in place a comprehensive Code of Conduct – Principle of Responsibility ('POR'/ Code) applicable to all the board members, senior management and employees of the Company. The details of the same are provided at the beginning of this report.

The POR provides guidance and support required for conducting the business ethically and in the ambit of law. The code is circulated to all members of the Board and Senior Management and affirmations have been taken for compliance with the POR. A declaration signed by the Chief Executive Officer (CEO) to this effect is attached as **Annexure A** to this report.















CERTIFICATION(S)

The certificate required under Regulation 17(8) of the Listing Regulations duly signed by the Chief Executive Officer and Chief Financial Officer was placed before the Board and the same is provided as **Annexure B** to this report.

The certificate from Mr. Divyanshu Sahni, Practicing Company Secretary [CP: 18449 (ACS: 42200)] issued as per requirements of Schedule V of the Listing Regulations, confirming that none of the Directors in the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by Securities & Exchange Board of India (SEBI)/ Ministry of Corporate Affairs (MCA) or any such statutory authority, is enclosed to this Report as **Annexure C**.

BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company and need a closer review. The Board in conjunction with its Committees ensures transparency, responsibility and accountability with an aim to create long term sustainable growth. The Board as on March 31, 2021, had 6 (Six) Committees: Audit Committee, Nomination and Remuneration Committee; Stakeholders Relationship Committee; Corporate Social Responsibility Committee; Risk Management Committee and Finance and Banking Committee. All Committees except Finance and Banking Committee comprises of Independent Directors as its members.

Name of the Director	Nomination and Remuneration Committee		Stakeholders Relationship Committee	Corporate Social Responsibility Committee ¹	Risk Management Committee ¹	Finance and Banking Committee ¹
	Audit Committee					
Vinod Kumar Dhall	 (C)					
Ranjan Pant						
VS Vasudevan		 (C)	 (C)			
Namrata Kaul						
Bruno Bernard Dercle ²						
Anil Chaudhry						
Sugata Sircar						
Bidisha Nagaraj						
Piyush Pandey						
Arnab Roy						

(C) Chairmanship

¹ With respect to the Corporate Social Responsibility Committee; Risk Management Committee and Finance and Banking Committee, the Chairman is appointed at the start of each meeting.

² Mr. Bruno Bernard Dercle ceased to be a director and member of committees w.e.f April 30, 2021. Mr. Sanjay Sudhakaran is appointed as new member w.e.f May 1, 2021.

Ms. Bhumika Sood, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committees.

Keeping in view the requirements of the Act as well as the Listing Regulations, the Board has decided the terms of reference of the various Committees which set forth the purposes, goals and responsibilities of the Committees.

The Committees meet periodically or when required. The Board of Directors elects the Members of these Committees. Minutes of the meetings are prepared and distributed to all the members of the Committee and the Board of Directors. The Chairman of the respective Committees also report verbally to the next meeting of the Board of Directors regarding the matters discussed and submit, where necessary, the respective motions to the Board of Directors. The Board Committees can request special invitees to join the meeting, as and when required.

AUDIT COMMITTEE

The role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, besides other terms as referred by the Board of Directors.

The Audit Committee of the Board provides reassurance to the Board on the existence of an effective internal control environment that ensures:

- efficiency and effectiveness of operations.


























- safeguarding of assets and adequacy of provisions for all liabilities.
- reliability of financial and other management information and adequacy of disclosures.
- compliance with all relevant statutes.

Besides, the role of the Committee includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management and examination of the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' report in terms of Clause (c) of sub-section 3 of section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;

- c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, where applicable with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the Company with related parties.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertaking or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors on any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 16. Discussion with statutory auditors before the Audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- The composition of the Committee is in compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. As on March 31, 2021, the Audit Committee of the Board comprises of 5 (five) Non-Executive Directors, 4 (four) of whom are Independent. The Chairperson of the Audit Committee is a Non-Executive Independent Director. All the members of the Audit Committee are financially literate.
- The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Internal Auditor and the Statutory Auditors regularly attend the meeting of the Audit Committee as permanent invitees. The Audit Committee invites such executives, as it considers appropriate, to brief the Audit Committee on important matters.
- The Audit Committee meetings for financial year 2020-21 were conducted electronically through video – conferencing facility owing to the unprecedented situation caused by Covid19.

Audit Committee: Composition, Meetings and Attendance Details:

Name of Director	Date of Meetings ¹					Held during		%
	April 29, 2020	June 16, 2020	August 12, 2020	November 12, 2020	February 10, 2021	tenure	Attended	
Vinod Kumar Dhall [C]						5	5	100
Ranjan Pant						5	5	100
VS Vasudevan						5	5	100
Sugata Sircar						5	5	100
Namrata Kaul						5	5	100

C: Chairperson

¹ The maximum gap between any two meetings was less than 120 (one hundred and twenty) days.

In addition to the Audit Committee Meetings, the Committee approved 4 (four) matters through circulation.

The Chairperson of the Audit Committee was present at the 10th (Tenth) Annual General Meeting to answer shareholders' queries.

As part of the Board's annual evaluation of its effectiveness and that of its Committees, the Audit Committee assessed its own effectiveness. The members of the Audit Committee agreed that its overall performance has been effective during the year.

The Board accepted all the recommendations made by the Committee in financial year 2020-21.

NOMINATION AND REMUNERATION COMMITTEE

The role and terms of reference of the Nomination and Remuneration Committee (NRC) covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board of Directors.

The NRC is responsible for making recommendations to the Board on the structure, size and composition of the Board, ensuring that the appropriate mix of skills, experience, diversity and independence is present on the Board for it to function effectively. The NRC also leads the process for new Board appointments, advises the Board on succession planning arrangements and oversees the development of talent within the SE Group.

Besides, the role of the NRC inter-alia includes the below:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment, remuneration and removal;
2. Providing assurance that the Board has the effective composition & size to adequately discharge its responsibilities and duties and devising a policy on diversity of Board of Directors;
3. Ensuring that an evaluation of the performance of the Board is performed;
4. To recommend and review the remuneration policies and remuneration of Directors based on their performance and defined assessment criteria;
5. To consider and evaluate whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
6. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
7. To oversee and monitor the terms and conditions of the Employees' Stock Option Scheme;
8. Making recommendations to the Board on the appointment and retirement of directors and ensuring that there is an appropriate induction program in place for new directors;
9. Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.




















As part of the Board's annual evaluation of its effectiveness and that of its Committees, as described later in the report, the NRC assessed its own effectiveness. The members of the NRC agreed that its overall performance had been effective during the year.

The Board accepted all the recommendations made by the NRC in financial year 2020-21.

The composition of the NRC is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. As on March 31, 2021, the NRC of the Board comprises of 4 (four) Non-Executive Directors, 3 (three) of whom are Independent. The Chairperson of the NRC is a Non-Executive Independent Director.

The NRC meetings for financial year 2020-21 were conducted electronically through video – conferencing facility.

NRC: Composition, Meetings and Attendance Details

Name of Director	Date of Meetings					Held during tenure	Attended	%
	April 29, 2020	June 16, 2020	November 10, 2020	February 10, 2021	March 24, 2021			
VS Vasudevan [C]						5	5	100
Vinod Kumar Dhall						5	5	100
Ranjan Pant						5	5	100
Anil Chaudhry		X				5	4	80

C: Chairperson; X: Leave of Absence

The Chairperson of the NRC was present at the 10th (Tenth) Annual General Meeting to answer shareholders' queries.

Performance Evaluation Criteria

The Company undertakes a formal assessment of the operation of the Board, Board Committees, individual Directors including Independent Directors & Chairman annually. The evaluation is an important part of the Board's corporate governance framework. In terms of the requirements of the Act, the Listing Regulations and in consonance with Guidance Note on Board Evaluation issued by SEBI in January 2017, the Company carries out a comprehensive Board effectiveness review every year.

The Company has a structured assessment process for evaluation of performance. The evaluation was based on the criteria and framework adopted by the NRC and the evaluation was led by its Chairman.

Accordingly, the Board and NRC of your Company have carried out the performance evaluation during the year under review. The evaluation was carried out through tailored questionnaires which were pragmatically structured to draw out significant issues that were relevant to the Board; each of the Board Committees and the individual directors to assist in identifying any areas for improvement as given below:

Chairman: Demonstration of effective Leadership; Objectivity in discussions; Constructive communication & relationship with other directors, CEO and Committee Chairpersons.

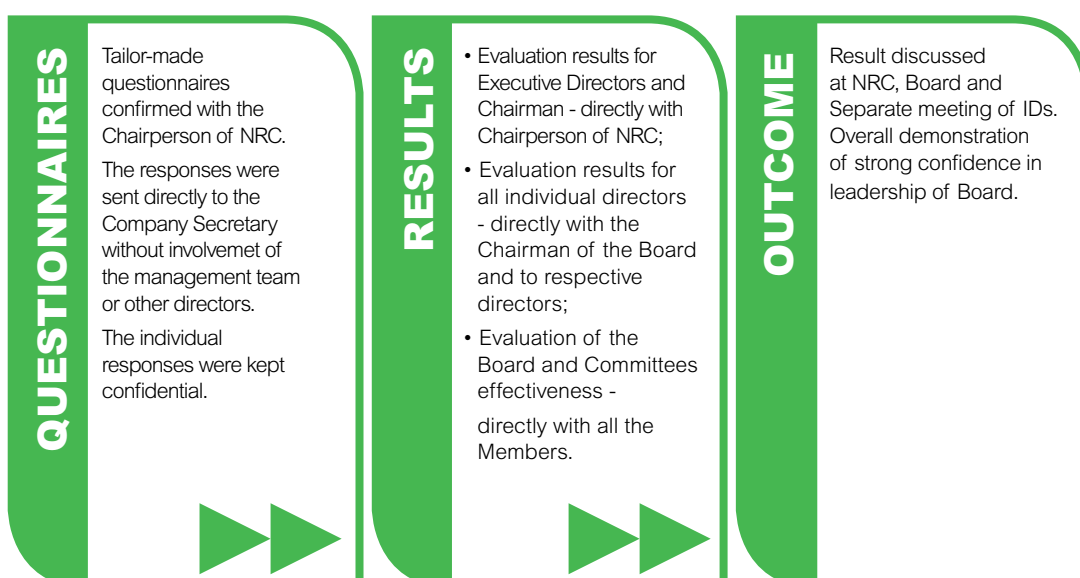
Individual Directors: Preparedness and participation of the Director for the meetings; Quality of discussions during meetings; Effectiveness of Director; Quality of the value additions made; Independence in case of Independent Directors.

Board Committees: Committee meeting & Information; Committee Composition & Operation; Specific Committee responsibilities; Progress against development areas.

Board as a Whole: Assessment of Board as a whole, its performance, its goals etc.; Composition and structure; Practices and quality; Progress against development areas.

Every Director has to fill the questionnaire related to the performance of the Board, its Committees, Chairman and individual Directors except himself by rating the performance on each question on the scale of 1 to 4, 1 being strongly disagree and 4 being strongly agree.

Process followed for Conducting the Board Evaluation:



Outcome of Performance Evaluation

Overall, the review determined that the Board has been functioning as a unified body which is well engaged with different perspectives. There is a good balance of skills and experience on the Board to ensure the delivery of stakeholder goals.

On the basis of the response to the questionnaire, a matrix reflecting the ratings was formulated and placed before the Board for formal annual evaluation by the Board of its own performance and that of its Committees, Chairman and individual Directors.

It was observed that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are being brought up and discussed in the Committee meetings.

The Board Members recorded their overall satisfaction on the board evaluation process.

Director Remuneration

The NRC determines and recommends to the Board, the compensation payable to the directors. All Board-level compensation is approved by the shareholders and disclosed separately in the financial statements. Remuneration for the executive directors comprises of a fixed component and a variable (Short-Term Incentive Plan/ STIP) component which is subject to the achievement of certain milestones by the Company and performance of individual director, as per Company policy. The NRC makes an annual appraisal of the performance of the executive directors. The annual compensation of the executive directors is approved by the NRC followed by Board and placed before the shareholders at the shareholders' meeting.

As required under the Listing Regulations, the NRC recommend to the Board, the payment of remuneration to senior management. Remuneration Policy and Criteria for the appointment of Director Policy of the Company is available on our website at <https://infra.schneider-electric.co.in/supervision/images/policies/policiesi9nEqpDA7e.pdf>.

The compensation payable to the independent directors is limited to sitting fee for participation in Board meetings and meetings of Board level Committees i.e. Audit, Stakeholders, Nomination and Remuneration, Corporate Social Responsibility and Risk Management Committee(s). No other payments are made to Non-Executive Non-Independent Directors of the Company.

In accordance with the Listing Regulations, no employee, including key managerial personnel or director or promoter of a listed entity, shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit-sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution. During the year, there were no such instances.

The appointment letter covering the terms and conditions of appointment of Non-Executive Independent Directors is available on the website of the Company.

The details of sitting fee paid/payable to the Independent Directors for financial year 2020-21 are as follows:

(Amount in ₹)	
Name of the Director	Total Sitting Fees
Vinod Kumar Dhall	12,00,000
Ranjan Pant	11,60,000
VS Vasudevan	11,60,000
Namrata Kaul	8,80,000

The details of remuneration paid/ payable to Executive Directors for the financial year 2020-2021 are as follows:

Particulars of Remuneration	Bruno Bernard Derclé	Piyush Pandey	Arnab Roy ¹
1. Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26,025,403	8,783,095	13,670,929
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
Total	26,025,403	8,783,095	13,670,929

¹ Appointed w.e.f. June 16, 2020 and continued as Whole-Time Director till December 31, 2020.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive and/or Independent Directors apart from the sitting fees / remuneration as above.

The Company does not have any stock option scheme. The Company participates in the World Employee Share Ownership Plan (WESOP) Scheme of ultimate holding company, Schneider Electric SE, France.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company recognises the worth of sustaining an ongoing relation with the Company's stakeholders to ensure a mutual understanding of the Company's strategy, performance and governance.




The Committee oversees redressal of shareholder and investor grievances and, inter alia, approves transmission of shares, sub-division / consolidation / renewal of share certificates, issue of duplicate share certificates etc. The Committee also reviews the shareholding distribution; movement in shareholding pattern; and comparative details on demat and physical holding.

The Committee oversees and reviews performance of the Registrar and Share Transfer Agent (RTA) and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of Company's Code of Conduct for Prevention of Insider Trading in our Company's securities.

The composition, roles and responsibilities of the Stakeholders Relationship Committee are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations.

As on March 31, 2021, the Stakeholders Relationship Committee of the Board comprises of 3 (three) Directors, 2 (two) of whom are Independent and 1 (one) is an Executive Director. The Chairperson of the Committee is a Non-Executive Independent Director.

Stakeholders Relationship Committee: Composition, Meetings and Attendance Details

Name of Director	Date of Meeting		Held during tenure	Attended	%
	February 10, 2021				
VS Vasudevan [C]			1	1	100
Ranjan Pant			1	1	100
Bruno Bernard Dercle			1	1	100

C: Chairperson

The meeting of Stakeholders Relationship Committee was held electronically through video – conferencing facility. In addition to the Stakeholders Relationship Committee Meeting, the Committee approved 2 (two) matters through circulation for approving issuance of duplicate share certificates.

As part of the Board's annual evaluation of its effectiveness and that of its Committees, as described earlier in the report, the Stakeholders Relationship Committee assessed its own effectiveness. The Committee members are sufficiently satisfied that they have complied with the responsibilities as outlined in the Committee charter and that the Committee's overall performance had been effective during the year. The Board accepted the recommendations, if any, made by the Committee in financial year 2020-21.

Nodal officer

Ms. Bhumika Sood, Company Secretary & Compliance Officer, is the Nodal Officer of the Company to ensure compliance with Investor Education Protection Fund (IEPF) Rules.

Compliance Officer

During the year under review, Ms. Bhumika Sood stepped down from her position as the Company Secretary & Compliance Officer of the Company w.e.f. October 22, 2020 and thereafter, was re-appointed by the Board of Directors in their meeting held on November 12, 2020 as the Company Secretary & Compliance Officer and the Nodal Officer of the Company effective from November 20, 2020, for complying with the requirements of the Listing Regulations and securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Investor Complaints

The status of investor complaints is reported to the Board on quarterly basis. During financial year 2020-21, the investor complaints received by the Company were general in nature, which were resolved to the satisfaction of the shareholders. Details of investors' complaints from April 1, 2020 till March 31, 2021 is as under:

Sr. No	Nature of complaints / letters and correspondence	Received	Replied	Number of Pending Complaints
1	Non-receipt of Shares / Share Certificates after Transmission / Transfer / Duplicate	3	3	0
2	Others	1	1	0
Total		4	4	0

RISK MANAGEMENT COMMITTEE

The role of the Risk Management Committee, constituted pursuant to Regulation 21 of the Listing Regulations, is inter alia to approve the strategic risk management framework of the Company, and review the risk mitigation strategies and results of risk identification, prioritisation & mitigation plans for business, as also the measures taken for cyber security.





Role of the Committee:

1. Ensure compliance with Risk Management Policy.
2. Review adequacy and effectiveness of Business Risk Management.
3. Review the organisation wide risk portfolio and consider it against the risk appetite.
4. Define the risk appetite for the Company, advice business units/support functions on risk initiatives.
5. Review and approve changes in the risk appetite of the Company.

6. Suggest improvements to risk management techniques and lift management awareness.
7. Provide quarterly updates to Board on the current risk management procedures and status of key risks.
8. Monitor emerging issues and best practices.
9. Monitor business risk reporting.
10. Ensure communication of Policies and standards to successive levels of Management.
11. Consideration of any other item which may be delegated in this regard by the Board of Directors.

As on March 31, 2021, the Risk Management Committee of the Board comprises of 4 (four) Directors, out of which 3 (three) are Independent and 1 (one) is an Executive Director. There is no appointed chairman for the Risk Management Committee. The meeting of Risk Management Committee was held electronically through video – conferencing facility.

Risk Management Committee: Composition, Meetings and Attendance Details

Name of Director	Date of Meeting		Held during tenure	Attended	%
	February 10, 2021				
VS Vasudevan			1	1	100
Ranjan Pant			1	1	100
Bruno Bernard Dercle			1	1	100
Namrata Kaul			1	1	100

As part of the Board's annual evaluation of its effectiveness and that of its Committees, as described earlier in the report, the Risk Management Committee assessed its own effectiveness. The members of the Committee agreed that its overall performance had been effective during the year.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE







The Corporate Social Responsibility (CSR) Committee oversees, inter-alia, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act which includes formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, as per Schedule VII of the Act recommending the amount of expenditure to be incurred and monitoring the CSR Policy of the Company.

As part of the Board's annual evaluation of its effectiveness and that of its Committees, the CSR Committee assessed its own effectiveness. The members of the CSR Committee agreed that its overall performance had been effective during the year.

CSR Committee met twice during the year electronically through video – conferencing facility. In addition to the meeting, the Committee approved 1 (one) matter through circulation.

As on March 31, 2021, the CSR Committee of the Board comprises of 3 (three) Directors, out of which 2 (two) are Independent and 1 (one) is an Executive Director. There is no appointed chairman for the CSR Committee.

Corporate Social Responsibility Committee: Composition, Meetings and Attendance Details

Name of Director	Date of Meetings		Held during tenure	Attended	%
	June 16, 2020	February 10, 2021			
VS Vasudevan			2	2	100
Ranjan Pant			2	2	100
Bruno Bernard Dercle			2	2	100

FINANCE AND BANKING COMMITTEE

To facilitate seamless operations and cater to various day-to-day requirements, the Company has formed a functional Committee known as the Finance and Banking Committee. The Committee meets as and when deemed necessary to cater to the day to day requirements of the Company especially relating to banking operations.

The Committee comprises of 3 (three) Directors including 2 (two) Non-Executive Non-Independent Directors and 1 (one) Executive Director. The Committee met once during the financial year 2020-21 on September 17, 2020.

The Committee operates within the overall responsibilities and powers entrusted upon it by the Board.

GENERAL BODY MEETINGS

ANNUAL GENERAL MEETINGS

Details of Annual General Meetings held during the last three years, are as under:

Day, Date Time	Location	Particulars of Special Resolution(s)
FY 2017-18 Friday, September 14, 2018 11:00 A.M	Four Point Sheraton, 1275, Ward No.7, Fateh Gunj, Vadodara, Gujarat - 390002, India	<ol style="list-style-type: none"> 1. Re-Appointment of Mr. Vivek Sarwate (DIN: 07424152) as Whole-Time Director in Professional Capacity. 2. Re-Appointment of Mr. Prakash Kumar Chandraker (DIN: 05150366) as Managing Director and Chief Executive Officer in Professional Capacity. 3. Appointment of Mr. Bruno Bernard Dercle (DIN: 08185909) as Managing Director and Chief Executive Officer (CEO) of the Company in Professional Capacity. 4. Re-Appointment of Mr. Vinod Kumar Dhall (DIN: 02591373) as an Independent Director for a second and final term of 3 (three) years effective from May 22, 2019 till May 21, 2022 and continuation of Directorship after attainment of 75 years of age. 5. Re-Appointment of Mr. Ranjan Pant (DIN: 00005410) as an Independent Director for a second and final term of 3 (three) years effective from May 22, 2019 till May 21, 2022. 6. Re-Appointment of Mr. Vishar Subramanian Vasudevan (DIN: 00130205) as an Independent Director for a second and final term of 3 (three) years effective from May 22, 2019 till May 21, 2022. 7. Participation in the World Employee Share Ownership Plan (WESOP) Scheme.
FY 2018-19 Thursday, September 12, 2019 11:00 A.M	Taj Vivanta, Akota Garden, Akota, Vadodara 390020, Gujarat, India	<ol style="list-style-type: none"> 1. Appointment of Mr. Piyush Pandey (DIN: 08451135) as the Whole-Time Director of the Company in Professional capacity. 2. Participation in the Worldwide Employee Share Ownership Plan (WESOP) Scheme.
FY 2019-2020 Tuesday, September 8, 2020, 3.30 P.M.	Through Video Conferencing/ Other Audio Visual Means	<ol style="list-style-type: none"> 1. Appointment of Mr. Arnab Roy (DIN: 02522674) as the Whole-Time Director of the Company in Professional capacity.

EXTRAORDINARY GENERAL MEETING

No Extraordinary General Meeting of the members was held during financial year 2020-21.

POSTAL BALLOT AND PROCEDURE FOR POSTAL BALLOT

During the financial year 2020-21, pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs, Government of India, the Company passed the below special resolution through Postal Ballot.

Increasing the borrowing powers of the Board and setting authorisation limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013

Date of Postal Ballot Notice	Friday, May 15, 2020
Cut-off Date of register of members for dispatch of notice	Friday, May 15, 2020
Voting Period	Saturday, May 23, 2020 (9.00 a.m. IST) - Sunday, June 21, 2020 (5.00 p.m. IST)
Date of passing resolution	Sunday, June 21, 2020
Date of declaration of result	Tuesday, June 23, 2020

In view of the extraordinary circumstances, due to non-availability of postal and courier services, on account of threat posed by Covid19 pandemic and pursuant to the relaxations issued by the government, the Company has sent the Postal Ballot Notice in electronic form only to those shareholders whose email ids were registered with the Company/ Registrar and Share Transfer Agent or their Depository Participants as on May 15, 2020 (Cut-off Date). Further, the communication of the assent or dissent of the members took place through the remote e-Voting system only.

In compliance with Sections 108 and 110 and other applicable provisions of the Act, read with the related rules and circulars issued by the Government of India, the Company provided electronic voting (e-Voting) facility, to all its members. For this purpose, the Company engaged the services of National Securities Depositories Limited (NSDL). The Company also published a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules and circulars issued thereunder.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the Cut-off Date.

The Board had appointed Mohd Nazim Khan, Designated Partner of MNK and Associates LLP, Practicing Company Secretary, (FCS No. 6529 and CP No. 8245) as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The scrutiniser after completion of his scrutiny submitted his report and the results of the voting were announced on Tuesday, June 23, 2020. The results were also displayed on the Company website, besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agent. The resolution was approved by the requisite majority and was deemed to have been passed at the last date for e-Voting.

The details of voting pattern in respect of the Special Resolution passed through postal Ballot is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	179328026	179328026	100	179328026	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	179328026	179328026	100	179328026	0	100	0
Public - Institutions	E-Voting	24157122	260129	1.0768	175000	85129	67.2743	32.7257
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	24157122	260129	1.0768	175000	85129	67.2743	32.7257
Public -Non Institutions	E-Voting	35618887	71775	0.2015	67479	4296	94.0146	5.9854
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35618887	71775	0.2015	67479	4296	94.0146	5.9854
Total		239104035	179659930	75.1388	179570505	89425	99.9502	0.0498

None of the businesses that are proposed to be transacted at the forthcoming Annual General Meeting require passing a resolution through Postal Ballot. Further, there are no immediate proposal for passing any resolution through Postal Ballot.

MEANS OF COMMUNICATION

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders.

QUARTERLY RESULTS

The quarterly/ half-yearly/ annual results along with the audit/ limited review report, are filed with the stock exchanges immediately after the approval of the Board. The Financial Results are displayed on the Company's website at <https://schneider-infra.in> under the "Investor Relations" section.

NEWSPAPER PUBLICATION

The results are published in at least one prominent national and one regional newspaper having wide circulation.

PRESENTATIONS MADE TO THE INSTITUTIONAL INVESTORS

The schedule of analyst/ investor calls posts the declaration of results, and the presentation on the same are filed with stock exchanges and simultaneously uploaded on the website of the Company. The transcripts of the conference calls are posted on our website at <https://schneider-infra.in> under the "Investor Relations" section.

WEBSITE

Your Company maintains an active website i.e., <https://infra.schneider-electric.co.in/investor> wherein all the information relevant for the Shareholders are displayed including Quarterly Results, Presentations to Analysts and Institutional Investors, Policies of the Company, Earnings Conference Call Transcripts, Shareholding Pattern, Stock Exchange Disclosures, Annual Reports, etc. In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investors Relations" on the Company's website gives information on various announcements made by the Company.

ANNUAL REPORT

The Company sends the soft copy of the Annual Report to those shareholders whose email ids are registered with the Company. The physical copy of the Annual Report is sent to all shareholders whose email ids are not registered with the Company/ RTA/ or their Depository Participants.

However, owing to nationwide lockdown during the last year and impending Covid19 pandemic and difficulties involved in physical dispatching, the Annual Report for financial year 2019-2020, (including Financial Statements, Board's report, Auditor's report or other documents required to be attached therewith), were dispatched only through email to the members and to all other persons so entitled, in terms of the relaxations and dispensations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company complied with the legal provisions around the same.

In terms of the extended relaxations, the Annual Report for the financial year 2020-21 shall also be dispatched electronically to the shareholders who have registered their email addresses.

GENERAL SHAREHOLDERS' INFORMATION

ANNUAL GENERAL MEETING FOR FINANCIAL YEAR 2020-21

- Date** : September 14, 2021
- Day** : Tuesday
- Time** : 3.30 p.m. [IST]
- Venue** : In view of the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs, Government of India, the meeting will be held through Video Conferencing facility/other Audio Video mode. For details please refer to the Notice of ensuing 11th AGM.

FINANCIAL YEAR

The financial year of the Company commences on April 01 of each year and ends on March 31 of subsequent year. For financial year 2020-21, the Board of Directors approved the quarterly financials for each quarter on following dates:

- First Quarter Results : August 12, 2020
- Second Quarter and Half Yearly Results : November 12, 2020
- Third Quarter and Nine Months Results : February 10, 2021
- Fourth Quarter and year end Results : June 23, 2021

The tentative dates of meeting of the Board to consider and approve the quarterly financial results for financial year 2021-22 are as follows:

- First Quarter Results : Second week of August, 2021
- Second Quarter and Half Yearly Results : Second week of November 2021
- Third Quarter and Nine Months Results : Second week of February 2021
- Fourth Quarter and year end Results : Fourth week of May 2021

BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 08, 2021 to Tuesday, September 14, 2021 (both days inclusive).

DIVIDEND PAYMENT DATE

Not Applicable

LISTING ON STOCK EXCHANGES

Name & Address

Script Symbol/Code

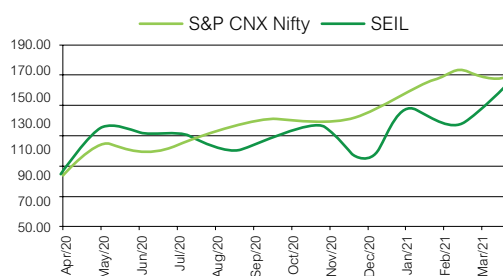
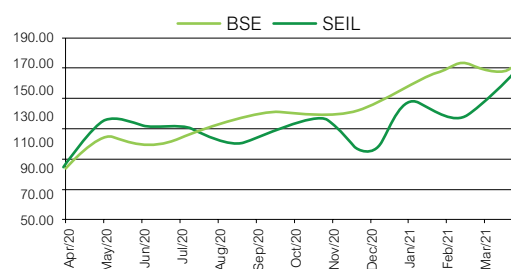
1. National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051
534139
2. The BSE Limited (BSE)
Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023
The Company has paid Annual Listing Fees as applicable to both BSE and NSE.

The ISIN of Schneider Electric Infrastructure Limited on both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is INE839M01018.

MARKET PRICE DATA

High, Low (based on the closing prices) during each month of financial year 2020-21 on BSE, NSE, BSE Sensex and S&P CNX Nifty are given below

Month	BSE		BSE SENSEX		NSE		S&P CNX Nifty	
	High	Low	High	Low	High	Low	High	Low
April 2020	93.40	62.95	33,887.25	27,500.79	93.70	63.00	9,889.05	8,055.80
May 2020	89.60	73.25	32,845.48	29,968.45	89.55	73.10	9,598.85	8,806.75
June 2020	95.80	80.40	35,706.55	32,348.10	95.40	80.35	10,553.15	9,544.35
July 2020	87.50	72.45	38,617.03	34,927.20	87.70	72.20	11,341.40	10,299.60
August 2020	90.75	72.80	40,010.17	36,911.23	90.90	72.50	11,794.25	10,882.25
September 2020	87.95	75.95	39,359.51	36,495.98	87.85	75.75	11,618.10	10,790.20
October 2020	84.20	69.10	41,048.05	38,410.20	84.45	69.10	12,025.45	11,347.05
November 2020	95.70	68.45	44,825.37	39,334.92	95.50	67.60	13,145.85	11,557.40
December 2020	95.55	77.00	47,896.97	44,118.10	96.00	76.90	14,024.85	12,962.80
January 2021	109.10	84.40	50,184.01	46,160.46	108.90	84.10	14,753.55	13,596.75
February 2021	120.85	93.50	52,516.76	46,433.65	120.85	93.30	15,431.75	13,661.75
March 2021	117.75	91.20	51,821.84	48,236.35	117.80	91.30	15,336.30	14,264.40



Source: Web-sites of BSE and NSE

REGISTRAR AND SHARE TRANSFER AGENT

SHARE TRANSFER SYSTEM

Requests for Transfer/ Transmission of shares held in physical form and other communications regarding share certificates, change of address, etc. can be lodged with CB Management Services (P) Limited (RTA). To expedite the share transfer process, Company Secretary and the RTA have been severally authorised to approve share transfers and transmissions, and the same are generally processed within the prescribed time as per the Listing Regulations, after the confirmation from RTA on the completeness of documentation. The Company's RTA, have adequate infrastructure to serve the shareholders and process the share transfers.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains a certificate on half yearly basis, from the Company Secretary in practice confirming due compliance of share transfer formalities by the Company and files the same with stock exchanges.

Audits on quarterly basis, were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted with the BSE and NSE. The audit confirms that the total issued / paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

SHAREHOLDING PATTERN AS ON MARCH 31, 2021

Sl. No.	Category	No. of Equity Shares held	Percentage %
1	Promoter Holding		
	Indian Promoter	168735367	70.57
	Foreign Promoter	10592659	4.43
2	Public Holding		
	Insurance Companies	3031830	1.27
	Financial Institutions and Banks	12604	0.01
	Mutual Funds	7596341	3.18
	Foreign Portfolio Investors	192237	0.08
	Corporate Bodies	7999274	3.34
	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	1286958	0.54
	Directors and their Relatives	--	--
	General Public	37809968	15.81
	Others - Clearing Member	297755	0.12
	Others - Trust	87600	0.04
	Others - State Government	1405	0.00
	IEPF	1460437	0.61
	Total	239104035	100

DISTRIBUTION OF SHAREHOLDING

No. of Shares	No. of Shareholders	% of total Shareholders	No. of Shares	Shareholding (%)
1 - 500	47990	82.38	6570127	2.75
501 - 1000	4754	8.16	3876397	1.62
1001 - 2000	2607	4.48	3997820	1.67
2001 - 3000	1005	1.72	2605473	1.09
3001 - 4000	480	0.82	1747863	0.73
4001 - 5000	423	0.73	2015869	0.84
5001 - 10000	609	1.05	4490844	1.88
10001 - 50000	330	0.57	6430642	2.69
50001 - 100000	32	0.05	2451129	1.03
100001 - and above	26	0.04	204917871	85.70
Total	58256	100.00	239104035	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's scrip forms part of the compulsory demat segment for all investor's effective March 20, 2012 and shares are compulsorily traded in dematerialised form on the stock exchanges. To facilitate the investors in having an easy access to the Demat System, the Company has signed up with both the Depositories viz. NSDL and CDSL. The connectivity has been established through the Company's RTA.

As at March 31, 2021 a total of 237,253,555 Equity Shares of the Company, constituting 99.23 % of the paid-up share capital stands dematerialised.

OUTSTANDING ADRS/ GDRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

Not applicable

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not have any exposure through commodity derivatives.

During the financial year 2020-21, the Company has managed the foreign exchange risks and hedged to the extent considered necessary. The Company has entered into hedging contracts equivalent to 6 MEUR including Short term hedging for 1-3 months under Simplified Hedging Facility (SHF).

In order to mitigate the risk on account of volatility arising from imports for long term projects, the Company is hedging the exposure. A monthly MIS is circulated to all concerned to ensure that the contracts are honored for the respective liability on maturity.

The figures relating to foreign currency exposures are disclosed in Notes to the Financial Statements.

PLANT LOCATIONS

The Company's plants are located at Vadodara (Gujarat) and Kolkata (West Bengal). The address for plant locations is as under:

Factory Name	Address
Vadodara- Medium Voltage Switchgear Factory	: Milestone 87, Village Kotambi Post Office Jarod, Vadodara- Halol Highway, Vadodara-Gujarat- 391510
Vadodara- Transformer Factory	: Milestone 87, Village Kotambi Post Office Jarod, Vadodara- Halol Highway, Vadodara-Gujarat- 391510
Kolkata Factory	: Block BN3, Sector V, Salt Lake City, Kolkata, West Bengal- 700091

ADDRESS FOR CORRESPONDENCE

Company's Registered Office Address Schneider Electric Infrastructure Limited Milestone 87, Village Kotambi Post Office Jarod, Vadodara- Halol Highway Vadodara-Gujarat- 391510 Website: www.schneider-infra.in CIN : L31900GJ2011PLC064420	Registrar and Share Transfer Agent C B Management Services (P) Limited Address: P-22, Bondel Road, Kolkata - 700 019 Telephone: +91 33 40116700 22806692/22870263/22823643 Fax: +91 33 40116739 E-mail: rta@cbmsl.com
Compliance Officer Ms. Bhumika Sood Company Secretary & Compliance Officer Tel : +91 0124 – 3940400 email: company.secretary@schneider-electric.com	Investor Relations Mr. Vineet Jain Tel: +91 0124 - 3940400 email: Vineet.Jain@se.com / investor.relation@schneider-electric.com
Retail Shareholders Ms. Bhumika Sood Company Secretary & Compliance Officer Tel: +91 0124 – 3940400 email: company.secretary@schneider-electric.com	Corporate Office: 9 th Floor, DLF Building No. 10 Tower C, DLF Cyber City, Phase -II Gurugram - 122 002 Tel. No. 91 124 7152300 Fax No. 91 124 4222036

LIST OF ALL CREDIT RATINGS ATTAINED

NIL

OTHER DISCLOSURES

a) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

Pursuant to Section 188 of the Act and Regulation 23 of the Listing Regulations, all the related party transactions were at arm's length basis and in ordinary course of business and the same were duly approved by the Audit Committee.

Sub-regulation (1) of Regulation 23 of the Listing Regulations explains that "A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."

During the financial year 2020-21, no transactions have been entered into with the related parties which required the approval of the Board of Directors/shareholders of the Company under the Act or the Listing Regulations. Further, there were no materially significant related party transactions that had potential conflict of interests of the Company at large.

Proper disclosures of the Key Managerial Personnel (KMP), if any, relating to material financial and commercial transactions where they and/ or their relatives have personal interest were given to the Board of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link at <https://infra.schneider-electric.co.in/supervision/images/policies/policiesyn0kCFEtav.pdf>.

The management updates the Audit Committee on the related party transactions, on quarterly basis. A comprehensive list of related party transactions as required under IndAS 24 as prescribed in Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016, forms part of Notes to the Financial Statements in the Annual Report.

b) NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS

The Company has complied with all the requirements of the Listing Regulations and guidelines of SEBI. No penalties and 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.

c) WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Company has adopted a Whistle Blower Policy/Vigil Mechanism as required by Regulation 22 of the Listing Regulations and Section 178 of the Act for directors, employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation. The said policy is available on the website of the Company at the link <https://infra.schneider-electric.co.in/supervision/images/policies/policiesg7dbFlyt0Q.pdf>.

During the year, the concerns reported under this mechanism were scrutinised and appropriate actions have been undertaken. It is also affirmed that no personnel have been denied access to the Audit Committee.

The Audit Committee looks into matters reported on a quarterly basis and track matters to closure.

d) DISCRETIONARY REQUIREMENTS

It is confirmed that the mandatory requirements as per the Listing Regulations are complied with and the non-mandatory provisions are adopted, wherever necessary. The status of implementation of discretionary requirements as stated under Part E of Schedule II under Regulation 27(1) of the Listing Regulations is as follows:

	Requirement	Status
The Board	A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties	The Chairman of the Company is a Non-Executive Independent Director.
Shareholder Rights	A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders	Half-yearly and other quarterly financial statements are published in newspapers and uploaded on Company's website www.schneider-infra.in
Modified opinion(s) in audit report	To move towards a regime of financial statements with unmodified audit opinion	There was no qualification by the auditors on the financial statements of the Company.
Reporting of internal auditor	The internal auditor may report directly to the audit committee	The same is reported by briefing the Audit Committee through discussion and presentation of the observations, review, comments and recommendations, amongst others in the Internal Audit presentation by the Company's Internal Auditor.

DISCLOSURE ON COMPLIANCE

Your Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as per the details given below. A certificate to this effect from Mr. Divyanshu Sahni, Practicing Company Secretary [CP: 18449 (ACS: 42200)], is enclosed with this report as **Annexure D**.

Further, securities of the Company have not been suspended for trading at any point of time during the financial year ended March 31, 2021.

S. No.	Particulars	Compliance Status		Complied with the following
		Regulation	(Yes/No/NA)	
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> ✓ Composition {17(1)} ✓ Frequency of Meetings {17(2)} ✓ Review of Compliance Report {17(3)} ✓ Plans for orderly succession for appointments {17(4)} ✓ Code of Conduct {17(5)} ✓ Fees / compensation to Non-Executive Directors {17(6)} ✓ Minimum information to be placed before the Board {17(7)} ✓ Compliance Certificate {17(8)} ✓ Risk assessment and management {17(9)} ✓ Performance evaluation of Independent Directors {17(10)} ✓ Recommendation of Board to shareholders w.r.t. any Special Resolution placed for voting {17(11)} ✓ Maximum no. of Directorship {17A}
2	Audit Committee	18	Yes	<ul style="list-style-type: none"> ✓ Composition {18(1)} ✓ Meetings {18(2)(a) and (b)} ✓ Powers of the Committee {18(2)(c)} ✓ Role of the Committee and review of information by the Committee {18(3)}
3	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> ✓ Composition {19(1)} ✓ Chairperson {19(2), (2A), (3) and (3A)} ✓ Role of the Committee {19(4)}
4	Stakeholder Relationship Committee	20	Yes	<ul style="list-style-type: none"> ✓ Constitution {20(1)} ✓ Chairperson {20(2), 20(2A)} ✓ Other Members {20(3), 20(3A)} ✓ Role of the Committee {20(4)}
5	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> ✓ Constitution and Composition {21(1) and (2)} ✓ Chairperson and Meeting {21(3), 21(3A)} ✓ Role of the Committee {21(4)}
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ✓ Formulation of Vigil Mechanism for Directors and employees {22(1)} ✓ Direct access to Chairperson of Audit Committee {22(2)}
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> ✓ Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions {23(1), 23(1A)} ✓ Approval including omnibus approval of Audit Committee {23(2) and (3)} ✓ Review of Related Party Transactions ✓ No material Related Party Transaction was entered during the year under review. {23(4)}
8	Subsidiaries of the Entity	24	Not Applicable	<ul style="list-style-type: none"> ✓ There is no subsidiary of the Company
9	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> ✓ Annual Secretarial Audit Report and Annual Secretarial Compliance Report {24A}

S. No.	Particulars	Regulation	Compliance Status	
			(Yes/No/NA)	Complied with the following
10	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> ✓ No Alternate Director for Independent Director {25(1)} ✓ Maximum directorships and tenure {25(2)} ✓ Meetings of Independent Directors {25(3) and (4)} ✓ Replacement {25(6)} ✓ Familiarisation of Independent Directors {25(7)} ✓ Declaration of Independence {25(8) and (9)} ✓ Directors and Officers Insurance {25(10)}
11	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> ✓ Memberships / Chairmanships in Committees {26(1) and (2)} ✓ Affirmation on compliance of Code of Conduct by Directors and Senior Management {26(3)} ✓ Disclosure of shareholding by Non-Executive Directors {26(4)} ✓ Disclosures by Senior Management about potential conflicts of interest {26(5)} ✓ Profit Sharing Agreements by senior management {26(6)}
12	Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> ✓ Compliance with discretionary requirements {27(1)} ✓ Filing of quarterly compliance report on Corporate Governance {27(2)}
13	Website	46	Yes	<ul style="list-style-type: none"> ✓ Maintaining Functional Website {46(1)} ✓ Details disseminated on website {46(2)} ✓ Contents on website and updating the website {46(3)}

e) **LIST OF POLICIES OF THE COMPANY**

S. No.	POLICY
1	Policy on Prohibition of Insider Trading
2	Remuneration Policy and Criteria for the appointment of Directors
3	Dividend Distribution Policy
4	Policy for Preservation of Documents
5	Policy for Determination of Materiality of Events for Fair Disclosure of Material Events/ Unpublished Price Sensitive Information to Stock Exchange and Archival Policy
6	Whistle Blower Policy
7	Risk Management Policy
8	Corporate Social Responsibility Policy
9	Related Party Policy
10	Policy on Diversity of Board of Directors
11	Policy on Familiarisation Program

The policies listed above can be viewed on the website of the Company at <https://infra.schneider-electric.co.in/investor/policies>

f) **DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A)**

Not applicable

g) FEES TO STATUTORY AUDITORS AND ASSOCIATES

The details of total fees for all services paid to the Statutory Auditors and its network firm/entity during the financial year ended March 31, 2021 are as below:

Particulars	Amount (₹ In Million)
Audit Fee	6.80
Tax Audit	0.50
Limited Reviews	3.25
Other certification services	0.05
Reimbursement of Expenses	0.16
Total	10.76

h) SUMMARY OF SEXUAL HARASSMENT CASES REPORTED

At Schneider Electric, all employees are of equal value and every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Conduct & Ethics of the Company.

The Company in order to create and maintain a healthy and conducive work environment, free of discrimination, has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace, which has been circulated to all the units/divisions of the Company. Frequent communication of this policy is carried out by the Company through various programs at regular intervals.

An Internal Complaints Committee (ICC) has been constituted for investigating the sexual harassment cases reported.

All inquiries and complaints are conducted under the principles of natural justice, and as prescribed under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder and are dealt with prompt and thorough investigation, and all information / names of employees disclosed in investigations remain strictly confidential to prevent any disadvantage to the complainant or the witnesses.

No cases were reported during the financial year 2020-21, under the Sexual harassment policy of the Company.

i) DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There are no shares which are lying in demat suspense account/unclaimed suspense account.

j) STATUTORY COMPLIANCE SYSTEM

The Company has in place system to manage statutory compliances and has also deployed a top of the line automated compliance management system. This ensures best in class compliance monitoring and reporting with regular updates on checklists of all applicable statutory requirements including corporate laws, environmental laws, industry laws amongst others.

By Order of the Board of Directors,
For Schneider Electric Infrastructure Limited

Bhumika Sood
Company Secretary and Compliance Officer
ACS 19326

Date: August 12, 2021

Place: Gurugram

Annexure A

Declaration by Chief Executive Officer on Code of Business Conduct and Ethics of the Company

As Chief Executive Officer of Schneider Electric Infrastructure Limited and as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sanjay Sudhakaran, hereby declare that all members of the Board and senior management personnel have affirmed compliance with the Code of Conduct (Principles of Responsibility) of the Company for financial year 2020-21.

For Schneider Electric Infrastructure Limited

Sanjay Sudhakaran
Managing Director and Chief Executive Officer
DIN: 00212610

Place: Mumbai
 Date: : June 23, 2021

Annexure B

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To,
 The Board of Directors
 Schneider Electric Infrastructure Limited

We, Sanjay Sudhakaran, Managing Director & Chief Executive Officer and Mayank Holani, Chief Financial Officer of Schneider Electric Infrastructure Limited ("the Company"), to the best of our knowledge and belief certify that;

- A. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2021 and that to the best of our knowledge and belief state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee, where applicable,
 1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mayank Holani
 Chief Financial Officer
 PAN: ABDPH1416K

Sanjay Sudhakaran
 Managing Director and Chief Executive Officer
 DIN: 00212610

Place: Gurugram
 Date: June 23, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015)

To,
The Members of
Schneider Electric Infrastructure Limited
Milestone 87, Vadodara, Halol Highway,
Village Kotambi, Post office Jarod, Vadodara Gujrat-391510

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Schneider Electric Infrastructure Limited having CIN L31900GJ2011PLC064420 and having registered office at Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post office Jarod, Vadodara GJ 391510 (hereinafter referred to as 'the Company'), produced before us for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No	Name of Director*	DIN	Designation	Date of Appointment	Date of Cessation
1	Mr. Vinod Kumar Dhall	2591373	Chairman and Independent Director	16-12-2011	-
2	Ms. Namrata Kaul	994532	Independent Director	06-11-2019	-
3	Mr. Ranjan Pant	5410	Independent Director	16-12-2011	-
4	Mr. Subramanian Vishar Vasudevan	130205	Independent Director	11-06-2013	-
5	Mr. Bruno Bernard Dercle*	8185909	Managing Director & Chief Executive Officer	01-08-2018	30.04.2021
6	Mr. Piyush Pandey*	8451135	Whole-Time Director	22-05-2019	30.04.2021
7	Mr. Anil Chaudhry	3213517	Non-Executive Director	12-Mar- 2011	-
8	Mr. Sugata Sircar	1119161	Non-Executive Director	02-11-2014	-
9	Ms. Bidisha Nagaraj	8080159	Non-Executive Director	07/03/ 2018	-
10	Mr. Arnab Roy	2522674	Non-Executive Director	16-06-2020	-

*Mr. Bruno Bernard Dercle and Mr. Piyush Pandey resigned from their respective directorship w.e.f. April 30, 2021. Mr. Sanjay Sudhakaran is appointed as Managing Director & Chief Executive Officer and Mr. Amol Phatak is appointed as Non-Executive Director effective from May 1, 2021.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: June 23, 2021

Divyanshu Sahni
Divyanshu Sahni & Associates
Company Secretary
M. No. A42200
CP No.:18449

UDIN: A042200C000503375

Annexure D

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To

The Members**Schneider Electric Infrastructure Limited**

Milestone 87, Vadodara, Halol Highway,
Village Kotambi, Post Office Jarod,
Vadodara - 391510, Gujarat, India

We have examined the compliance of conditions of Corporate Governance by Schneider Electric Infrastructure Limited ("the Company") for the year ended March 31, 2021 as stipulated under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It's 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 conditions of Corporate Governance as stipulated under the Listing Regulations.

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 Divyanshu Sahni & Associates

Date: June 23, 2021

Place: Delhi

(Divyanshu Sahni)

Company Secretary in Practice

COP. No. – 18449

M. No. – A42200

UDIN:A042200C00D503463

Business Responsibility Report 2020-21

As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Section A: General information about the Company

1. Corporate Identity Number (CIN) of the Company	L31900GJ2011PLC064420
2. Name of the Company	Schneider Electric Infrastructure Limited
3. Registered address	Milestone 87, Vadodara-Halol Highway, Village Kotambi, Post Office Jarod, Vadodara, Gujarat 391 510
4. Website	https://infra.schneider-electric.co.in/
5. Email ID	company.secretary@schneider-electric.com investor.relations@schneider-electric.com
6. Financial year reported	April 1, 2020 to March 31, 2021
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	The Company is engaged in the business relating to product and systems for electricity distribution. NIC code of the product/ service : 2710
8. List three key products / services that the Company manufactures / provides (as in Balance Sheet)	Switchgear, Ring Main Units & Transformers and Automation
9. Total number of locations where business activity is undertaken by the Company	
i. Number of international locations (Provide details of major five)	Sri Lanka, Bangladesh, Nepal, Bhutan and Maldives
ii. Number of national locations	All major cities
10. Markets served by the Company - Local / State / National / International	National and International

Section B: Financial details of the Company⁽¹⁾

i. Paid-up capital (Rupees in million)	478.2
ii. Total turnover (Rupees in million)	12,971.28
iii. Total profit/(loss) after taxes (Rupees in million)	(10.11)
iv. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Nil
v. List of activities in which expenditure in (iv) above has been incurred	Not Applicable

⁽¹⁾ As per the Standalone Ind AS financials

Section C: Other details

1. Does the Company have any subsidiary company/ companies?	: No
2. Do the subsidiary company/ companies participate in applicable BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).	: Not Applicable
3. Do any other entity/entities (e.g.suppliers, distributors, etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities (Less than 30%, 30%, 60%, More than 60%).	: The Company does not make it mandatory for its suppliers and distributors to participate in its BR initiatives

Section D: BR information

1. Details of Director / Directors responsible for BR
- a. Details of the Director responsible for implementation of the BR policy / policies

1. DIN Number	: 00212610
2. Name	: Sanjay Sudhakaran ¹
3. Designation	: Managing Director and Chief Executive Officer

b. Details of the BR Head

1. DIN Number (if applicable)	:	00212610
2. Name	:	Sanjay Sudhakaran ¹
3. Designation	:	Managing Director and Chief Executive Officer
4. Telephone number	:	0124-7152300
5. E-mail ID	:	sanjay.sudhakaran@se.com

¹During the year 2020-21, Mr. Bruno Bernard Dercle was the BR head, responsible for the implementation of BR policies. However, Mr. Dercle resigned from directorship w.e.f. April 30, 2021 and in his place Mr. Sanjay Sudhakaran is appointed as Managing Director & Chief Executive Officer of the Company w.e.f. May 1, 2021. We express profound grief and sorrow over the sad demise of Mr. Bruno Bernard Dercle on May 9, 2021.

2. Principle-wise Business Responsibility (BR) policy/ policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted 9 areas of Business Responsibility. Briefly, they are as under:

- P1 Business should conduct and govern themselves with ethics, transparency and accountability.
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P3 Businesses should promote the wellbeing of all employees.
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- P5 Businesses should respect and promote human rights.
- P6 Business should respect, protect, and make efforts to restore the environment.
- P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner. P8 Businesses should support inclusive growth and equitable development.
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner.

2. Principle-wise Business Responsibility (BR) policy/ policies

S.No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do the Company has a policy/ policies for...	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Has the policy being approved by the Board?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
7	Indicate the link for the policy to be viewed online.	https://infra.schneider-electric.co.in/								
8	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9	Does the Company have an in-house structure to implement the policy / policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
11	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	The policies are evaluated internally.								

2a. If answer to Sl. No. 1 against any principle is 'No', please explain why (tick up to two options)

S.No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principles.									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task.									
4	It is planned to be done within the next six months.									
5	It is planned to be done within the next one year.									
6	Any other reason (please specify).									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

Annually

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

No

Section E: Principle-wise performance

Principle No.	Description	Response
P1 - Business should conduct and govern themselves with ethics, transparency and accountability.		
1.1	Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The policy covers the Company as well as the Group, suppliers, contractors, NGOs and others. Our stakeholders engagement processes are robust and have strong listening mechanisms in place.
1.2	How many stakeholder complaints have been received in the past financial year, and what percentage was satisfactorily resolved by the Management? If so, provide the details thereof, in about 50 words or so.	During the financial year 2020-21, the Company has received 4 (four) complaints from its shareholders, which were resolved to their satisfaction. All these complaints were general in nature. Apart from the above, the Company has not received Complaints from other Stakeholders. More details on Investors Complaints are provided in the Corporate Governance Report forming part of this Annual Report. Additionally, all stakeholders have access to the Whistleblower Policy of the Company at https://infra.schneider-electric.co.in/supervision/images/policies/policiesg7dbFlyt0Q.pdf
P2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.		
2.1	List up to three of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.	Schneider is actively integrating sustainability principles into their businesses by developing green premium products. These products will make a positive contribution to Schneider's investors by preserving finite resources, counteracting global warming and protecting personnel health. These products by Schneider Electric carry Green Premium Ecolabel that encompasses a broad range of environmental criteria, meeting and exceeding international regulations & industry standards. This offers its customers superior transparency and environmental stewardship.

Principle No.	Description	Response
2.2	For each such product, provide the following details in respect of resource use (energy, water, raw material, etc.) per unit of product (optional):	For example EasyPact EXE is a medium voltage circuit breaker offering modularity and with advanced connectivity which helps deliver more output with reduced resources. Our Premset and PIX Rof Panels are manufactured at Schneider Electric production sites on which an ISO14001 certified environmental management system has been established.
2.3	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	We comply with strictest regulations for sourcing and use of chemical substances. As per European union's RoHS directive we ensure elimination of harmful chemical substances such as lead, mercury, hexavalent chromium, PBB, PBDE from our products. We also provide a detailed product environmental profile on the raw materials, recyclability, and environmental impact on all key stages of the product lifecycle.
2.4	Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	We have a dedicated team to ensure selected suppliers are given the correct tools and information to build a long-term future with Schneider, and ensure sustainable sourcing is entrenched into their manufacturing.
2.5	Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%)? Also, provide details thereof, in about 50 words or so.	<p>EasyPact EXE & PIX Rof are manufactured in India, completely in line with Make in India Ambition. With manufacturing in India, the resources, raw materials, suppliers will be at large from local and small vendors which will support communities will be involved.</p> <p>With 17% lower material requirement than the previous generation the initial, EasyPact EXE will have a lower composition of Steel and copper.</p> <p>At end of life, the products have been optimized to decrease the amount of waste and allow recovery of the product components and materials. Based on "ECO'DEEE recyclability and recoverability calculation method, the potential recyclability ratio for Premset is 66% & PIX RoF is 85%.</p>
P3 - Businesses should promote the wellbeing of all employees.		
3.1	Please indicate the total number of employees.	1206
3.2	Please indicate the total number of employees hired on a temporary / contractual / casual basis.	31 on Fixed Term Contracts
3.3	Please indicate the number of permanent women employees.	124
3.4	Please indicate the number of permanent employees with disabilities.	Nil
3.5	Do you have an employee association that is recognized by the Management?	We have an Internal Employee Committee.
3.6	What percentage of your permanent employees are members of this recognized employee association?	32%

Principle No.	Description	Response
3.7	Please indicate the number of complaints relating to child labor, forced labor, involuntary labor and sexual harassment in the last financial year, and those that are pending, as at the end of the financial year.	No cases of Sexual Harassment were reported during the financial year 2020-21.
3.8	What percentage of your under-mentioned employees were given safety and skill up- gradation training in the last year? • Permanent employees • Permanent women employees • Casual / temporary / contractual employees • Employees with disabilities	100% of employee were given safety training and / or skill up-gradation training.
P4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.		
4.1	Has the Company mapped its internal and external stakeholders?	Yes, the Company has mapped its internal and external stakeholders.
4.2	Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?	Yes, the Company has identified disadvantaged, vulnerable and marginalized stakeholders.
4.3	Are there any special initiatives undertaken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide the details thereof, in about 50 words or so.	Yes, the Company is committed for creating empowered and connected societies for sustainable development through innovative practices.
P5 - Businesses should respect and promote human rights.		
5.1	Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	Yes, to all.
5.2	How many stakeholder complaints have been received in the past financial year, and what percentage was satisfactorily resolved by the Management?	Our stakeholders engagement processes are robust and have strong listening mechanisms in place. During the financial year 2020-21, the Company has received 4 complaints from its shareholders, which were resolved to their satisfaction. All these complaints were general in nature. Apart from the above, the Company has not received complaints from other Stakeholders. More details on Investors Complaints are provided in the Corporate Governance Report forming part of this Annual Report. Additionally, all stakeholders have access to the Whistleblower Policy of the Company at https://infra.schneider-electric.co.in/supervision/images/policies/policiesg7dbFlyt0Q.pdf
P6 - Business should respect, protect, and make efforts to restore the environment.		
6.1	Does the policy related to Principle 6 cover only the Company, or does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	Yes, to all.

Principle No.	Description	Response
6.2	Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Yes / No. If yes, please give the hyperlink for the web page, etc.	Yes, it is available on Company's website https://infra.schneider-electric.co.in/
6.3	Does the Company identify and assess potential environmental risks?	Yes
6.4	Does the Company have any project related to the Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, has any environmental compliance report been filed?	Yes, the Company has systems to develop its product based on RoHS, REACH, Product Environment Profile(PEP), End of Life Instructions under umbrella of Green Premium Products.
6.5	Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc.? Yes / No. If yes, please give the hyperlink for the web page, etc.	Yes, the Company has undertaken the following initiatives: <ul style="list-style-type: none"> - Solar Panel for renewable energy usage under the energy policy for its manufacturing facilities in Vadodara. - Rain water harvesting system to recharge ground water level for its manufacturing facilities in Vadodara.
6.6	Are the emissions / waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?	Yes, it is within the permissible limit.
6.7	Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e., not resolved to satisfaction) as on the end of the financial year.	There are no show cause notices issued by CPCB/SPCB.
P7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.		
7.1	Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with.	The Company is a member of IEEMA.
7.2	Have you advocated / lobbied through the above associations for the advancement or improvement of public good? Yes / No. If yes, specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others).	No

Principle No.	Description	Response
P8 - Businesses should support inclusive growth and equitable development.		
8.1	Does the Company have specified programs / initiatives / projects in pursuit of the policy related to Principle 8? If yes, provide the details thereof.	Yes, the Company has specified programmes/ initiatives/ projects in pursuit of Principle 8.
8.2	Are the programs / projects undertaken through an in-house team / own foundation / external NGO / government structures / any other organization?	The programmes/projects are implemented directly through inhouse team.
8.3	Have you done any impact assessment of your initiative?	Yes, assessment is done on periodic basis.
8.4	What is your Company's direct contribution to community development projects – amount in ` and the details of the projects undertaken.	NIL
8.5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.	<p>Yes, Schneider Electric India as a group has taken community development initiatives.</p> <p>In the financial year 2020-21, the Schneider Electric group ("Group") was actively involved in CSR activities. The Group also aligned its programs to contribute to UN set Sustainable Development Goals 2030 ("SDG"). The Group extended support in COVID relief efforts of the country by providing reliable power to 10 COVID 19 relief hospitals, financial to 10,000 electricians besides a contribution towards PM care fund.</p> <p>Despite challenges posed by the pandemic, group continued to conduct its ongoing programs. At a group level, we trained 7,926 unemployed youth including 237 females and 135 entrepreneurs to start their journey in energy profession. We also trained 122 trainers in energy field through SEIF's (Schneider Electric India Foundation) skill development program spread across 26 states including 24 aspirational districts. Though this initiative SEIF contributed to SDG 1 of 'No Poverty', SDG 2 of 'Zero Hunger'; SDG 8 of 'Decent Work and Economic Growth'.</p> <p>Through Rural Electrification program, the Group was able to provide access to 1,047 households to clean and safe energy solution, benefitting 5,235 individuals across country including difficult, disturbed and aspirational districts like Gumla, Khunti in Jharkhand, Nabrangpur, Kalahandi, Rayagada in Odisha.</p> <p>The Group installed 120 sets of solar water pumps which served 12,455 farmers under 'Energy for Livelihood' project, undertaken in very remote villages of Jharkhand and Odisha to run agricultural loads like water pumps, rice husking, sugarcane crushing etc. with the help of solar energy. The project impacted the community many-folds by reducing manual labor, increasing agricultural output and hence income. The vision of the program is aligned with SDG 7 of 'Affordable and clean energy'.</p>

Principle No.	Description	Response
		<p>To build energy and environment conscious future and as contribution towards SDG 13 of 'Climate Action', the Group sensitized 5,000 school children, future leaders of tomorrow through our "Conserve My Planet program" across 7 cities of Delhi, Mumbai, Kolkata, Hyderabad, Bangalore, Pune and Chennai. This initiative was conducted entirely digitally under special circumstances due to COVID19.</p> <p>Our Group efforts provided 43 scholarships to meritorious engineering and diploma graduates from underprivileged background in financial year 2020-21 contributing to SDG 10 of 'Reduced Inequalities'.</p> <p>Our Group encouraged employees to participate in all the above initiatives and contribute in their own ways for the society.</p>
P9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner.		
9.1	What percentage of client complaints / consumer cases are pending as on the end of the financial year?	There were no consumer cases in district consumer forum.
9.2	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / NA / Remarks (additional information).	Yes, the displays and product information catalogue cover requirements as required by the law.
9.3	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising, and / or anti- competitive behavior during the last five years and pending as on the end of the financial year? If so, provide the details thereof, in about 50 words or so.	NIL
	9.4 Did your Company carry out any consumer survey / measure consumer satisfaction trends?	Yes, the consumer survey is called CNPS and it is conducted once in six months.

For and on behalf of the Board of Directors

Vinod Kumar Dhall
Chairman
DIN:02591373

Financial Statements

Independent Auditor's Report

To the Members of Schneider Electric Infrastructure Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the Ind AS financial statements of Schneider Electric Infrastructure Limited ("the Company"), which comprise the Balance sheet as at March 31, 2021, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and net loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of

India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 42 to the Ind AS Financial Statements, which indicate that the Company has accumulated losses which has resulted in substantial erosion of Company's net worth. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect to this matter.

Emphasis of matter

We draw attention to Note 40 to the accompanying Ind AS financial statements, which describes the management's assessment of the impact of uncertainties related to Covid-19 pandemic on the Company's Operations. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section we have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	The key audit matter	How the matter was addressed in our audit
	<p>Revenue Recognition</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>The Company has concluded that as principal, it typically controls the goods or services before transferring them to the customers. There is an inherent risk and presumed fraud risk around the accuracy and existence of revenues recognised. Further, revenue is an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the controls have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it has been determined a key audit matter in our audit of the Ind AS financial statements.</p> <p>In view of the above and given the Company and its stakeholders focus on revenue as a key performance indicator, we determined this to be a key audit matter.</p>	<p>In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> • We assessed the appropriateness of the revenue recognition accounting policies and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. • We obtained an understanding of management's internal controls over the revenue recognition process and evaluated the design and tested the operating effectiveness of key controls. • We carried out analytical procedures on revenue recognised during the year to identify unusual variances and discussed with designated management personnel. • We performed substantive procedures by testing the underlying documents on samples selected based on a representative sampling of revenue transactions recorded during the year. • We performed cut-off testing on sales transactions made near the year-end on sample basis by obtaining supporting documentation including customer confirmation of receipt of goods to establish that sales and corresponding trade receivables are properly recorded in the correct period. • We tested the relevant disclosures made in the Ind AS financial statements.
2.	<p>Trade Receivables</p> <p>Trade receivables, including retention money with customers, amounted to ₹ 4,298.35 million at year-end, which is significant part of the total assets of the Company. Impairment loss on trade receivables is recognized in accordance with accounting policies as detailed in "significant accounting policies" in the financial statements.</p> <p>The Company is required to assess the recoverability of its trade receivables on a regular basis. It makes an impairment allowance for specific customers on case-to-case analysis. It further makes an estimate of impairment allowance for balance receivables on the basis of lifetime expected credit loss method based on provision matrix in accordance with Ind AS 109, Financial Instruments. The Company further considers impact of external environment, such as possible effect from the COVID-19 pandemic.</p>	<p>In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes implemented to estimate impairment provision against trade receivables. • Tested key controls (both design and operating effectiveness) over estimation of impairment loss. • In respect of significant provisions made for specific trade receivables, we obtained and evaluated specific assessment from the Company and examined related available information such as correspondences with customers and publicly available information. • Evaluated the "expected credit loss" model adopted to estimate the impairment allowance and tested the related assumptions and computations. • Obtained and tested the base data used in the above-mentioned model such as trade receivables ageing, historical billing and collection data. • Evaluated the various assumptions and judgements applied such as discount rate, period of delays of receipts from customers, etc.

Sl. No. The key audit matter	How the matter was addressed in our audit
<p>In assessing the recoverability of trade receivables, management also exercised significant judgements to evaluate the collectability from individual customers after considering their creditworthiness, whether they have financial difficulties, experience of default or delinquency in payments and ageing analysis. The judgements applied by management have a significant impact on the level of provision required for trade receivables.</p> <p>In view of above, we determined this area to an area of audit focus, and accordingly, a key audit matter.</p>	<ul style="list-style-type: none"> • Circulated the balance confirmation letter to the customers and analysed the responses in balance confirmation letter obtained from the customers. <p>We tested the relevant disclosures made in the Ind AS financial statements</p>
<p>3. Tax Litigations</p> <p>The Company's operations are subject to complexities arising from applicability of various laws and regulations with respect to positions on matters relating to income tax, sales tax, goods and services tax, service tax, excise, customs etc. (either past or present). Provision for taxes is recognized or contingent liabilities are disclosed in accordance with accounting policies as detailed in "significant accounting policies" in the financial statements.</p> <p>Due to complexity of cases, significant amount involved and timescales for resolution, significant judgment and estimations are required in assessing the range of possible outcomes for some of these matters. These judgments could change over time as each of the matter progresses depending on experience on actual assessment proceedings by tax and other authorities and other judicial precedents.</p> <p>The Company makes an assessment to determine the outcome of these tax positions and decides to make an accrual or consider it to be a possible contingent liability. This affects the measurement and accuracy of provision for taxes.</p> <p>In view of the above-mentioned factors, we have determined this to be a key audit matter.</p>	<p>In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> • We obtained an understanding of the process of identification of tax litigations, related contingent liabilities and the key uncertain tax positions. • Obtained the list of ongoing litigations of the Company and discussed the same with the management to understand the details of the underlying matters. • Tested key controls (both design and operating effectiveness) over the estimate of provisions for various taxes. • We analysed the Company's judgment regarding the eventual resolution of matters with various tax authorities. In this regard, we understood how the Company has considered past experience, where available, with the authorities in the respective jurisdictions. • We obtained representations from relevant consultants and legal counsels. We also evaluated the objectivity, competence, and relevant experience of those consultants / legal counsels. • Involved specialists to evaluate estimates on the basis of the facts of each case, internal evaluations, legal precedence, assumptions made and external legal opinions. <p>We tested the relevant disclosures made in the Ind AS financial statements.</p>

Sl. No.	The key audit matter	How the matter was addressed in our audit
4.	<p>Impairment assessment of property plant and equipment, capital work in progress, right-of-use assets and intangible assets</p> <p>The carrying amount of property, plant and equipment, capital work in progress, right of use assets and intangible assets, amounted to ₹ 3,075.11 million at year-end, which is significant part of the total assets of the Company. The Company has accumulated losses aggregating to ₹ 3,565.71 million including the net loss in recent most previous years. As a result, there is risk that carrying value of property, plant and equipment may be higher than their recoverable amount.</p> <p>Management carried out an impairment assessment to determine whether the recoverable amounts of these assets are less than the respective carrying amounts using a discounted cash flow method.</p> <p>The evaluation of the recoverable amount of these assets requires the significant estimates in determining the key assumptions supporting the expected future cash flows of the business, the utilisation of the relevant assets, the forecast revenue, profit, Weighted Average Cost of Capital (WACC) and discount rates.</p> <p>Considering the above factors, we considered this area to be a key audit matter.</p>	<p>In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> We evaluated the method and models used to determine whether the recoverable amounts were appropriate by comparing them with the requirements of Ind AS 36 - 'Impairment of Assets'. We assessed the valuation methodology and assumptions developed and applied by the management by involving our internal valuation expert in our assessment of: <ul style="list-style-type: none"> Key judgements and assumptions applied against industry norms and the asset type. The evaluation of the expectation of future cash flow projections Agreed the based data of the valuation to underlying support. Compared the discount rate and WACC used by the management to independent external sources, where possible. We considered the revenue and margin growth rate used by the management by comparing the rate with the historical trend in revenue and margin within the Company and considering our own understanding about developments in the industry. We compared the company's margin percentage to similar sized companies in the region and to historical trend in the industry. We performed a sensitivity analysis to understand the effect of changes in key variables on the outcome of the model. <p>We considered the adequacy of the disclosures of the assumptions and judgements applied to determine whether they were in accordance with Ind AS 36 'Impairment of Assets'.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report, Secretarial Audit Report, Management Discussion and Analysis but does not include the Ind AS financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained

during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

Sl. No. The key audit matter	How the matter was addressed in our audit
<p>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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.</p> <p>In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.</p> <p>Those Board of Directors are also responsible for overseeing the company's financial reporting process.</p>	<ul style="list-style-type: none"> Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
<p>Auditor's Responsibilities for the Audit of the Ind AS Financial Statements</p> <p>Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.</p>	<p>We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.</p>
<p>As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:</p> <ul style="list-style-type: none"> Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. 	<p>We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.</p> <p>From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report</p>

Sl. No.	The key audit matter	How the matter was addressed in our audit
	because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.	taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
	Other Matter	
	The Ind AS financial statements of the Company for the year ended March 31, 2020, were audited by another auditor who expressed an unmodified opinion on those Ind AS financial statements on June 16, 2020.	(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
	Report on Other Legal and Regulatory Requirements	(h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
1.	As required by the Companies (Auditor's Report) Order, 2016 ("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", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.	In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
2.	As required by Section 143(3) of the Act, we report that:	(i) 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:
(a)	We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.	i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 33 to the Ind AS financial statements;
(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.	ii. The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 14 and 16 to the Ind AS financial statements;
(c)	The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.	iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
(d)	In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.	
(e)	The matter described in the Material uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company.	
(f)	On the basis of the written representations received from the directors as on March 31, 2021	

For S.N. Dhawan & Co LLP

Chartered Accountants

Firm Registration No.: 000050N/N500045

Pankaj Walia

Partner

Membership No.: 509590

UDIN: 21509590AAAACB2133

Place : Gurugram

Date : June 23, 2021

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of Schneider Electric Infrastructure Limited on the Ind AS financial statements as of and for the year ended March 31, 2021, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets comprising of property, plant and equipment and other intangible assets.
- (b) The Company has a regular program of physical verification of its fixed assets comprising of property, plant and equipment and other intangible assets under which fixed assets are verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the freehold immovable properties (which are included under the head 'Property, Plant and Equipment') are held in the name of the Company. In respect of leasehold immovable properties (which are included under the head 'Property, Plant and Equipment'), the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management. According to the information and explanations given to us, no material discrepancies were noticed on the aforesaid verification.
- iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- 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 sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax on account of any dispute, are as follows:

Sl. No.	Name of the statute	Nature of dues	Disputed amount (₹ in million)	Deposited amount (₹ in million)	Period to which the amount relates	Forum where dispute is pending
1	Central Sales Tax Act, 1956	Non submission of declaration forms	17.21*	-	2005-06, 2006-07 and 2007-08	Deputy Commissioner, U.P. Sales Tax
2	Uttar Pradesh Trade Tax Act, 1948	Levy of purchase tax due to unregistered purchases made	0.33*	-	2006-07	Deputy Commissioner Sales Tax Noida
3	Central Sales Tax Act, 1956	Non collection of declaration forms	1.40*	1.40	2003-04 and 2005-06	Assessing Officer, Charge Office, West Bengal
4	Central Sales Tax Act, 1956	Non submission of declaration forms , Input tax claim disallowed	1.00*	2.34	2006-07	Assessing Officer, Charge Office, West Bengal
5	Central Sales Tax Act, 1956	Input tax claim disallowed, non-submission of declaration forms	2.81*	0.24	2009-10	West Bengal Commercial Taxes Appellate & Revisional Board
6	Central Sales Tax Act, 1956	Non collection of declaration forms	3.67*	-	2001-02 and 2002-03	Deputy Commissioner
7	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	28.05*	21.18	2006-07	Deputy Commissioner, Allahabad
8	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	21.46*	37.97	2007-08	Joint Commissioner, Allahabad
9	Central Sales Tax Act, 1956	CST demands on account of Non collection of declaration forms, VAT demand on account of stock transfer issue and purchase tax issue	46.05*	48.56	2008-09	Joint Commissioner, Allahabad
10	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)
11	Uttar Pradesh Trade Tax Act, 1948	Ex-Parte assessment order Passed. Records not submitted at the time of assessment	5.50*	4.61	2005-06	Deputy Commissioner, U.P. Sales Tax
12	Delhi Value Added Tax Act, 2004	Non submission of statutory form such as C/H/F/E-1 and export documents	1.83	-	2007-08	Commercial Tax Officer
13	Rajasthan Value Added Tax Act, 2003	Input tax claim disallowed	0.08*	-	2008-09	Deputy Commissioner, Jaipur
14	Central Sales Tax Act, 1956	Non collection of declaration forms	0.26*	-	2008-09	Deputy Commissioner, Jaipur
15	Central Sales Tax Act, 1956	Non collection of declaration forms	11.09*	-	2009-10	Deputy Commissioner Appeal
16	Central Sales Tax Act, 1956	Non collection of declaration forms	0.26*	-	2009-10	Deputy Commissioner Appeals
17	Gujarat Value Added Tax, 2003	Non collection of declaration form	1.08*	2.47	2007-08 and 2008-09	Joint Commissioner (Corporate)

Sl. No.	Name of the statute	Nature of dues	Disputed amount (₹ in million)	Deposited amount (₹ in million)	Period to which the amount relates	Forum where dispute is pending
18	Central Sales Tax Act, 1956	Non collection of declaration form CST, documents like PO, endorsed ARE 1, E1 dorms	0.54*	-	2009-10	Deputy Commissioner, Comm Tax
19	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	57.32*	45.02	2009-10	Joint Commissioner (Allahabad)
20	Madhya Pradesh Value Added Tax Act, 2002	Entry tax on high sea sales imported material	0.07*	0.02	2010-11	Deputy Commissioner Appeals
21	Central Sales Tax Act, 1956	Non collection of declaration forms	0.42*	0.14	2010-11	Deputy Commissioner Appeals
22	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
23	Central Sales Tax Act, 1956	Non submission of declaration forms	14.96*	20.65	2010-11 and 2011-12	Tribunal
24	Central Sales Tax Act, 1956	Non submission of declaration forms	4.18*	5.58	2008-09 and 2009-10	Deputy Commissioner, Allahabad
25	Central Sales Tax Act, 1956	Non collection of declaration forms & CST treated as local VAT Sale	40.93*	14.59	2010-11	Additional Commissioner Appeals
26	Central Sales Tax Act, 1956	Non submission of statutory Form such as C/H/F/E-1 and export documents	73.12*	31.81	2010-11 and 2011-12	Joint Commissioner (Corporate Circle)
27	Central Sales Tax Act, 1956	Non collection of declaration forms	6.82*	1.82	2010-11	Deputy Commissioner Appeals
28	Central Sales Tax Act, 1956	Non collection of declaration forms	0.68*	0.07	2008-09, 2011-12	Deputy Commissioner Appeals
29	Central Sales Tax Act, 1956	Non collection of declaration forms	11.02	5.50	2011-12, 2013-14	Deputy/Additional Commissioner Appeal
30	Central Sales Tax Act, 1956	Provisional assessment	0.52	0.91	2014-15	Additional Commissioner Appeals
31	Gujarat Value Added Tax, 2003	Input tax claim disallowed, non-submission of declaration forms	111.01*	28.27	2011-12	Joint Commissioner Appeal
32	Central Sales Tax Act, 1956	Non submission of statutory Form such as C/H/F/E-1 and export documents	9.21*	2.42	2011-12	Joint Commissioner Appeal
33	Central Sales Tax Act, 1956	Non submission of declaration forms , Input tax claim disallowed	168.38	16.55	2007-08	Revision Board at Beliaghata
34	Central Sales Tax Act, 1956	Non collection of declaration forms	1.94	1.96	2013-14	Deputy Commissioner
35	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	4.40	-	2012-13	Deputy Commissioner, Noida-I, Uttar Pradesh
36	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	9.59	2.07	2013-14	Deputy Commissioner Appeal
37	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	3.77	-	2013-14	Assistant Commissioner of Commercial Tax, Rajasthan

Sl. No.	Name of the statute	Nature of dues	Disputed amount (₹ in million)	Deposited amount (₹ in million)	Period to which the amount relates	Forum where dispute is pending
38	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	3.70	5.18	2014-15	Appellate Deputy Commissioner Of Commercial Taxes, Chennai (South]
39	Central Sales Tax Act, 1956	non-submission of waybill Form 402	6.41	2.10	2016-17	Deputy Commissioner, Commercial Taxes, Gujarat
40	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	32.89	3.29	2013-14	Additional Commissioner (Appeals), Noida
41	Central Sales Tax Act, 1956	Non submission of statutory forms and alleged short payment of duty	132.12	7.65	2014-15	Joint Commissioner, Sales Tax, West Bengal
42	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	20.90	0.89	2014-2015	Joint Commissioner, Sales Tax, Noida
43	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	8.50	0.03	2014-2015	Joint Commissioner, Sales Tax, Delhi
44	Central Sales Tax Act, 1956	Non submission of statutory form such as C	68.95	42.69	2015-16 and 2016-17	Deputy Commissioner
45	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	17.66	1.75	2015-16	Deputy Commissioner, West Bengal
46	Central Sales Tax Act, 1956	ITC disallowance	18.72	-	2015-16	Deputy Commissioner, West Bengal
47	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	0.72	0.01	2012-13	Joint Commissioner, Telangana
48	Entry Tax Act Telangana	Entry tax	2.71	2.71	2012-13, 2013-14 and 2014-15	Joint Commissioner, Telangana
49	Central Sales Tax Act, 1956	Non submission of Statutory form such as C/H/F/E-1 and export documents	18.42	9.21	2017-18	Deputy Commissioner, Tamil Nadu
50	Central Sales Tax Act, 1956	Non submission of Statutory form such as C/H/F/E-1 and export documents	0.12	-	2014-2015	Joint Commissioner, Delhi
51	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	4.84	4.84	2014-2015	Joint Commissioner, Andhra Pradesh
52	Central Sales Tax Act, 1956	ITC disallowance	1.41	-	2015-16	Commercial Tax officer, Bhiwadi
53	Central Sales Tax Act, 1956	Non submission of statutory form such as C	3.73	4.60	2014-15	Deputy Commissioner, Commercial Taxes, Gujarat
54	Maharashtra Value Added Tax Act, 2002	ITC disallowance	12.96	0.62	2012-13 and 2014-15	Deputy Commissioner, Mumbai
55	Delhi Value Added Tax Act, 2004	ITC disallowance	0.23	-	2015-16	Assistant Commissioner, Delhi
56	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	111.58	10.48	2015-16	Additional Commissioner of Sales Tax
57	West Bengal VAT Act 2003	VAT assessment (Export/ SEZ sales)	18.85	1.77	2015-16	Additional Commissioner of Sales Tax

Sl. No.	Name of the statute	Nature of dues	Disputed amount (₹ in million)	Deposited amount (₹ in million)	Period to which the amount relates	Forum where dispute is pending
58	Central Sales Tax Act, 1956	Non submission of statutory form such as C	109.55	13.02	2015-16, 2016-17 and 2017-18	Deputy Commissioner, Commercial Taxes, Gujarat
59	Central Sales Tax Act, 1956	Non submission of statutory form such as C	3.48	-	2015-16	Deputy Commissioner
60	Central Sales Tax Act, 1956	Non submission of statutory form such as C	2.29	0.21	2017-18	Senior Joint Commissioner, Pargana Circle
61	West Bengal VAT Act 2003	ITC disallowance	1.11	-	2017-18	Senior Joint Commissioner, Pargana Circle
62	Central Sales Tax Act, 1956	Non submission of statutory form such as C	1.37	1.37	2015-16	Appellate Deputy Commissioner, Vijayawada -II Division
63	Central Excise Act, 1944	Non-inclusion of 15% profit margin in transfer pricing	5.13	-	1993-94 and 1994-95	Kolkata High Court
64	Central Excise Act, 1944	Seizure of spares while being transported to railway station alleging transportation without Invoice	0.01	-	1996-97	Commissioner (Appeals) Allahabad
65	Central Excise Act, 1944	Levy of penalty	0.02	-	2011-12	CESTAT – Chennai
66	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	CESTAT – Ahmedabad
67	Central Excise Act, 1944	Duty on removal of inputs "as such"	2.37	0.18	2011-16	Additional Commissioner, Sec-62, Noida
68	Central Excise Act, 1944	Excise duty on freight charges recovered from customer to be included in assessable value	11.65	0.87	2011-16	Additional Commissioner, Vadodara-II
69	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	37.20*	37.20	2008-09, 2009-10 and 2020-11	Amnesty scheme
70	Central Sales Tax Act, 1956	Non submission of statutory form	1.33	1.33	1997-98	Settlement of dispute
71	Central Sales Tax Act, 1956	Non submission of statutory form	0.33*	0.33	2004-05	Settlement of dispute
72	Central Sales Tax Act, 1956	Non submission of statutory form such as C/H/F/E-1 and export documents	10.46	9.57	2011-12	Amnesty scheme
73	Central Sales Tax Act, 1956	Non submission of statutory form such as C	17.85	7.71	2012-13	Amnesty scheme
74	Central Sales Tax Act, 1956	Non submission of statutory form such as C	16.05	15.98	2013-14	Amnesty scheme
75	Central Excise Act, 1944	Short payment of duty	6.60	0.66	2016-17	Tribunal, Ahmedabad
76	Finance Act, 1994	Service tax on testing and technical analysis service	0.45	0.04	2011-12 and 2012-13	Dy. Commissioner, CGST & Central Excise, Allahabad
77	Central Excise Act, 1944	Demand of duty for exemption u/n 108/95	0.47*	-	2003-04	Commissioner (Adj.) New Delhi
78	Finance Act, 1994	Short payment of service tax on GTA	0.08*	-	2009-10	High Court- Chennai
79	Central Excise Act, 1944	CENVAT credit availed on SAP maintenance charges	0.21*	-	2008-09	High Court- Chennai

Sl. No.	Name of the statute	Nature of dues	Disputed amount (₹ in million)	Deposited amount (₹ in million)	Period to which the amount relates	Forum where dispute is pending
80	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
81	Central Excise Act, 1944	Rejection of refund claim towards CENVAT reversals as insisted during excise audit	4.44*	-	2012-13	CESTAT – Chennai
82	Finance Act, 1994	Irregular availment of CENVAT credit of service tax	4.98*	-	2012-13	CESTAT – Chennai
83	Finance Act, 1994	Disallowance of CENVAT credit availed on certain input services	0.79*	-	2012-13	CESTAT – Chennai
84	Finance Act, 1994	Non-payment of service tax on manpower supply services	0.62*	-	2012-13	CESTAT – Chennai
85	Central Excise Act, 1944	Irregular availment of CENVAT credit on certain ineligible service alleged	0.46*	-	2010-11	CESTAT - CHENNAI
86	The Custom Act, 1962	Refund of drawback for non-realisation of export proceeds	5.59	-	2012-13	Commissioner of Customs (Appeals)
87	The Custom Act, 1962	Incorrect classification of relays under custom tariff heading	316.27	23.72	2014-15, 2015-16, 2016-17, 2017-18 and 2018-19	CESTAT-Mumbai
88	Income Tax Act, 1961	Disallowance on account of bad debts written off and various other disallowances	142.01	60.95	AY 2012-13	Commissioner of Income Tax (Appeals)
89	Income Tax Act, 1961	Disallowance on account of bad debts written off and various other disallowances	104.31	-	AY 2013-14	Commissioner of Income Tax (Appeals)

* Represents Company's share of ₹ 513.53 million of dues pending in forums jointly with GE T&D India Limited (Refer note 33 of the accompanying Ind AS financial statements)

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any bank. The Company did not have any outstanding debentures and have no outstanding loan or borrowing from financial institution or government.
- ix. In our opinion and according to the information and explanations given to us, the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid/provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the order are not applicable.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3(xv) of the order are not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3(xvi) of the order are not applicable.

For **S.N. Dhawan & Co LLP**

Chartered Accountants

Firm Registration No.: 000050N/N500045

Pankaj Walia

Partner

Membership No.: 509590

UDIN: 21509590AAAACB2133

Place : Gurugram

Date : June 23, 2021

Annexure B to the Independent Auditor's Report of even date to the members of Schneider Electric Infrastructure Limited, on the Ind AS financial statements for the year ended March 31, 2021

Independent Auditor's report on the Internal Financial Controls with reference to the Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Ind AS financial statements of Schneider Electric Infrastructure Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to the Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India ("the ICAI") and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to

the Ind AS financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the Ind AS financial statements included obtaining an understanding of internal financial controls with reference to the Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the Ind AS financial statements.

Meaning of Internal Financial Controls with reference to the Ind AS Financial Statements

A company's internal financial controls with reference to the Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to the Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.N. Dhawan & Co LLP**

Chartered Accountants

Firm Registration No.: 000050N/N500045

Pankaj Walia

Partner

Membership No.: 509590

UDIN: 21509590AAAACB2133

Place : Gurugram

Date : June 23, 2021

Balance Sheet

as at March 31, 2021

(₹ in million)

	Notes	As at March 31, 2021	As at March 31, 2020
ASSETS			
1 Non-current assets			
Property, plant and equipment	3	2,195.34	2,248.06
Capital work-in-progress	3	77.13	29.39
Right-of-use assets	32	800.01	864.31
Intangible assets	4	2.63	28.20
Financial assets	5		
(i) Trade receivables		34.49	46.30
(ii) Other financial assets		10.13	15.94
Non-current tax assets		282.72	270.78
Other non-current assets	6	458.19	378.65
Total non - current assets		3,860.64	3,881.63
2 Current assets			
Inventories	7	2,202.49	2,184.53
Financial assets	8		
(i) Trade receivables		4,263.86	4,210.96
(ii) Cash and cash equivalents		229.48	133.29
(iii) Other financial assets		28.22	117.85
Other current assets	9	906.13	665.82
		7,630.18	7,312.45
Total Assets		11,490.82	11,194.08
EQUITY AND LIABILITIES			
1 Equity			
Equity share capital	10	478.21	478.21
Other equity	10	(442.75)	(464.14)
Total equity		35.46	14.07
2 Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	11	3,773.04	3,623.76
(ii) Lease liabilities	32	38.90	103.09
Provisions	12	214.11	247.27
Deferred revenue	13	45.11	48.34
Total non - current liabilities		4,071.16	4,022.46
Current liabilities			
Financial liabilities			
(i) Borrowings	14	1,609.18	1,154.92
(ii) Lease liabilities	32	23.42	16.11
(iii) Trade payables	14		
- Total outstanding dues of micro enterprises and small enterprises		193.09	185.71
- Total outstanding dues of creditors other than micro enterprises and small enterprises		4,084.00	4,271.72
(iv) Other financial liabilities	14	135.82	117.83
Other current liabilities	15	627.17	681.08
Provisions	16	711.52	730.18
Total current liabilities		7,384.20	7,157.55
Total equity and liabilities		11,490.82	11,194.08

Summary of significant accounting policies

2

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

As per our report of even date attached

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

For S.N.Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045

Sanjay Sudhakaran
Managing Director
DIN : 00212610

Anil Chaudhry
Director
DIN: 03213517

Mayank Holani
Chief Financial Officer
PAN : ABDPH1416K

Bhumika Sood
Company Secretary
ACS: 19326

Per Pankaj Walia
Partner
Membership No : 509590

Place: Gurugram
Date: June 23, 2021

Place: Gurugram
Date: June 23, 2021

Statement of Profit and Loss

for the year ended March 31, 2021

(₹ in million)

	Notes	Year ended March 31, 2021	Year ended March 31, 2020
I Income			
Revenue from operations	18	12,971.28	13,844.10
Other income	19	185.24	120.43
Total income		13,156.52	13,964.53
II Expenses			
Cost of raw material and components consumed	20	9,021.80	9,421.09
Purchase of stock-in-trade	21	103.47	30.53
Change in Inventories of finished goods, work-in-progress and stock-in-trade	22	(162.47)	378.84
Employee benefits expense	23	1,847.36	2,095.03
Finance costs	24	481.95	480.78
Depreciation and amortization expense	25	220.85	218.29
Other expenses	26	1,523.55	1,649.24
Total expenses		13,036.51	14,273.80
III Profit/(loss) before exceptional items and tax		120.01	(309.27)
Exceptional items	27	130.12	(13.52)
IV Profit/(loss) before tax		(10.11)	(295.75)
V Tax expense:			
Current tax	17	-	-
Deferred tax	17	-	-
Income tax expense		-	-
VI Profit/(loss) for the year		(10.11)	(295.75)
VII Other comprehensive income/(loss)			
Items that will not be reclassified subsequently to the statement of profit or loss			
-Remeasurement of the defined benefit plan (net of tax)	28	31.50	(96.49)
Total other comprehensive income/(loss)		31.50	(96.49)
VIII Total comprehensive income/(loss) for the year		21.39	(392.24)
IX Earnings per equity share			
Equity shares of par value ₹ 2 each			
Basic (In ₹)	29	(0.04)	(1.24)
Diluted (In ₹)	29	(0.04)	(1.24)
Summary of significant accounting policies	2		

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

As per our report of even date attached

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

For S.N.Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045
Per Pankaj Walia
Partner
Membership No : 509590
Place: Gurugram
Date: June 23, 2021

Sanjay Sudhakaran
Managing Director
DIN : 00212610

Anil Chaudhry
Director
DIN: 03213517

Mayank Holani
Chief Financial Officer
PAN : ABDPH1416K

Bhumika Sood
Company Secretary
ACS: 19326

Place: Gurugram
Date: June 23, 2021

Statement of Cash Flows

for the year ended March 31, 2021

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit /(loss) before tax	(10.11)	(295.75)
Adjustments to reconcile profit/(loss) before tax to net cash flows		
Depreciation and amortisation expense	220.85	218.29
Net gain on disposal of property, plant and equipment	(2.30)	(2.46)
Unrealised foreign exchange (gain) / loss (net)	1.74	(7.10)
Allowance for credit losses on trade receivables (net)	108.17	27.05
Provision for warranties	97.06	99.98
Allowance for impairment of doubtful loans and advances	28.76	36.76
Interest income	(2.10)	(2.05)
Interest expense	464.80	457.98
Gain on modification of debt	(33.74)	-
Provision for contract losses	1.07	1.01
Excess provisions/liabilities written back	(18.00)	(36.52)
Deferred revenue released during the year	(3.23)	(8.61)
Operating profit before working capital changes	852.97	488.58
Movement in working capital		
(Increase)/ decrease in trade receivables	(144.35)	(91.85)
(Increase)/ decrease in inventories	(17.96)	236.70
(Increase)/ decrease in other financial assets	95.44	(52.40)
(Increase)/ decrease in other assets	(354.41)	201.09
Increase/ (decrease) in trade payables	(184.43)	(339.62)
Increase/ (decrease) in other financial liabilities	(4.97)	(68.61)
Increase/ (decrease) in other liabilities and provisions	(154.35)	(282.39)
Cash generated from operations	87.94	91.50
Income tax paid (net)	(11.95)	(47.73)
Net cash generated from operating activities (A)	75.99	43.77
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment including capital work in progress & capital advances	(102.89)	(139.08)
Proceeds from sale of property, plant and equipment	6.43	7.83
Interest received	2.10	2.05
Net cash flow used in investing activities (B)	(94.36)	(129.20)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from long term borrowings	-	2,550.00
Repayment of principal portion of lease liabilities	(23.40)	(39.42)
Proceed/(repayment) of short term borrowings (net)	423.34	(2,191.21)
Proceed/(repayment) of cash credit from banks (net)	(2.56)	3.24
Interest paid	(289.38)	(302.59)
Net cash generated from financing activities (C)	108.00	20.02
Net increase /(decrease) in cash and cash equivalents (A+B+C)	89.63	(65.41)
Effect of exchange differences on cash and cash equivalents held in foreign currency	6.56	14.23
Cash and cash equivalents at the beginning of the year	133.29	184.47
Cash and cash equivalents at the end of the year	229.48	133.29

Statement of Cash Flows

for the year ended March 31, 2021

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Non-cash investing and financing transaction		
Acquisition of property, plant and equipment by means of a finance lease	19.18	21.97

Notes :

- 1 The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- 2 Components of cash and cash equivalents :

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents		
Balances with banks:		
Current accounts	33.28	2.08
Exchange earners' foreign currency account (EEFC)	196.20	131.21
	229.48	133.29

Summary of significant accounting policies 2

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

As per our report of even date attached

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

For S.N.Dhawan & Co LLP

Chartered Accountants

Firm Registration No.: 000050N/N500045

Per Pankaj Walia

Partner

Membership No : 509590

Place: Gurugram

Date: June 23, 2021

Sanjay Sudhakaran

Managing Director

DIN : 00212610

Anil Chaudhry

Director

DIN: 03213517

Mayank Holani

Chief Financial Officer

PAN : ABDPH1416K

Bhumika Sood

Company Secretary

ACS: 19326

Place: Gurugram

Date: June 23, 2021

Statement of changes in Equity

for the year ended at March 31, 2021

(₹ in million)

Particulars	Nos. (In million)	Amount
As at April 1, 2019	239.10	478.21
Changes during the year	-	-
As at March 31, 2020	239.10	478.21
Changes during the year	-	-
As at March 31, 2021	239.10	478.21

(₹ in million)

Particulars	Equity Component of Preference Shares	Equity Component of Inter Corporate Deposits	Reserves and surplus				Total
			Share Based Payment Reserve	Capital reserve	General reserve	Retained Earnings	
As at April 1, 2019	845.20	26.61	133.87	410.25	1,534.63	(3,194.86)	(244.30)
Profit / (Loss) for the year	-	-	-	-	-	(295.75)	(295.75)
Other comprehensive income	-	-	-	-	-	(96.49)	(96.49)
Created during the year	-	172.40	-	-	-	-	172.40
As at March 31, 2020	845.20	199.01	133.87	410.25	1,534.63	(3,587.10)	(464.14)
As at April 1, 2020	845.20	199.01	133.87	410.25	1,534.63	(3,587.10)	(464.14)
Profit / (Loss) for the year	-	-	-	-	-	(10.11)	(10.11)
Other comprehensive income	-	-	-	-	-	31.50	31.50
As at March 31, 2021	845.20	199.01	133.87	410.25	1,534.63	(3,565.71)	(442.75)

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

As per our report of even date attached

For S.N.Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045
Per Pankaj Walia
Partner
Membership No : 509590
Place: Gurugram
Date: June 23, 2021

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

Sanjay Sudhakaran Managing Director DIN : 00212610	Anil Chaudhry Director DIN: 03213517	Mayank Holani Chief Financial Officer PAN : ABDPH1416K	Bhumika Sood Company Secretary ACS: 19326
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Place: Gurugram
Date: June 23, 2021

Notes to Financial Statements

For the year ended at March 31, 2021

1 CORPORATE INFORMATION

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 two stock exchanges in India. The registered office of the Company is located at Milestone 87, Vadodara, Gujarat. 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.

These financial statements were approved for issue in accordance with a resolution of the Board of Directors on June 23, 2021

liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

2 SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act. The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- i) Certain financial assets and liabilities that are measured at fair value
- ii) Defined benefit plans-plan assets measured at fair value

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to nearest million upto two decimal places, except when otherwise indicated.

2.02 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle, except for project business. The projects business comprises long-term contracts which have an operating cycle exceeding one year. For classification of current assets and liabilities related to project business, the Company uses the duration of the contract as its operating cycle.

2.03 Property, plant and equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of tax credit availed wherever applicable. The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part have a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. Similarly, when significant parts of plant and equipment are required to be replaced at intervals or when a major inspection/overhauling is required to be performed, such cost of replacement or inspection is capitalised (if the recognition criteria is satisfied) in the carrying amount of plant and equipment as a replacement cost or cost of major inspection/overhauling, as the case may be and depreciated separately based on their specific useful life. Likewise, when a major inspection is performed, its cost is recognised in

the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent expenditure related to an item of fixed 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.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

An item of property, plant and equipment and any significant part initially recognised

is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognised in the statement of profit and loss.

Depreciation on property, plant and equipment is provided on pro-rata basis on straight-line method using the useful lives of the assets estimated by management based on technical evaluation; these lives in certain cases differ from the lives prescribed under Schedule II of the Act. The Company has used the following useful lives to provide depreciation

Assets	Useful life (in years)
Building	10 and 40
Plant and Equipment	1, 3, 5, 6, 5, 8 and 10
Furniture and Fixtures (including office equipment)	4 and 10
Motor Vehicles	4 and 8
EDP Equipment	3 and 4

Leasehold Land and Leasehold Improvements are depreciated over the primary period of lease. An asset below ₹ 5,000 is fully depreciated in the year of capitalization.

2.04 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, at the cash-generating unit level. All other intangible assets are assessed for

impairment whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets are amortized on a straight-line basis over their estimated useful life as under:

Assets	Useful Life (in years)
Computer Software	5

2.05 Impairment of non- financial 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) fair value less costs of disposal and its value in use. 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 group 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 fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses including impairment on inventories, are recognised 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. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations 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. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries or for the market in which the asset is used.

2.06 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

i. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Subsequent measurement

On Initial recognition, a financial asset is measured at:

- amortised cost
- fair value through other comprehensive income (FVTOCI)
- fair value through statement of profit and loss (FVTPL)

Where financial assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss) or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Financial assets at amortized cost

A Debt instrument is measured at amortized cost if both the following conditions are met:

- **Business Model Test:** The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, (rather than to sell the instrument prior to contractual maturity to realize its fair value changes) and
- **Cash flow characteristics test:** The Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in finance income in profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at fair value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if following criteria are met:

- **Business Model Test:** The objective of financial instrument is achieved by both collecting contractual cash flows and by selling financial assets.

- **Cash flow characteristics test:** The contractual terms of the financial asset gives rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognised in statement of profit and loss. On derecognition of asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

Financial assets at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
- the Company has transferred the rights to receive cash flows from the financial assets or
- the Company has retained the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred

substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income(FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;
- All lease receivables resulting from the transactions within the scope of Ind AS 116 - Leases.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

ii. Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company's financial liabilities includes loans and borrowings (including bank overdrafts), trade payables, trade deposits, retention monies, and liabilities towards services, sales incentives, and other payables.

Subsequent Measurement

For the purpose of subsequent measurement, financial liabilities are classified in two categories:

- Financial Liabilities at fair value through profit or loss
- Financial Liabilities at amortised cost (loan and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortized cost using EIR method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance

sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management

determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised Classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in statement of profit and loss
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to P&L at the reclassification date.

2.07 Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges (if any), which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

2.08 Inventories

- Raw materials, components, stores and spares

are valued at lower of cost and net realisable value after providing cost of obsolescence, if any. 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 proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis.
- Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs in bringing the inventories to their present location and condition. Cost is determined on 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.

- v. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

2.09 Taxes

Tax expense for the year comprises of current income tax and deferred tax.

i. Current Income Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

Current income tax relating to item recognised outside the statement of profit and loss is recognised outside profit or loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transactions either in OCI or directly in equity.

ii. Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.10 Revenue from operations

A. Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods before transferring them to the customer.

Sale of Goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, Sales points). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

- Significant financing component

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods to the customer and when the customer pays for those goods will be one year or less.

- Warranty obligations

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in 2.23.

Services

The Company provides installation, engineering & designing and other services that are either sold separately or bundled together with the sale of equipment to a customer. The services can be obtained from other providers and do not significantly customise or modify the goods.

Contracts for bundled sales of equipment and services are comprised of two performance obligations because the promises to transfer equipment and provide services are capable of being distinct and separately identifiable. Accordingly, the Company allocates the transaction price based on the relative stand-alone selling prices of the equipment and services.

Revenue from installation and engineering & designing services are recognised at point of time upon completion of service.

Revenue from other service contracts are recognised pro-rata over the period of contract as and when service is rendered.

Long term Contracts

The Company recognise revenue when control of the goods or services are transferred to the customer, at an amount that reflects the consideration (i.e. the transaction price) to which the Company is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). An asset created by the Company's performance does not have an alternate use and as per the terms of the contract, the Company has an enforceable right to payment for performance completed till date. Hence, the Company transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Company recognise revenue at the transaction price which is determined on the basis of purchase order entered into with the customer. The Company recognise revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress. In those circumstances, the Company recognise revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

The Company uses cost-based input method for measuring progress for performance obligation satisfied over time. Under this method, the Company recognises revenue in proportion to the actual project cost incurred as against the total estimated project cost. While using cost-based input method, the Company excludes costs that does not contribute to an entity's progress

in satisfying performance obligation, such as borrowing costs.

The management reviews and revises its measure of progress periodically and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined.

Contract balances

Contact asset

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets – 'financial instruments – initial recognition and subsequent measurement' in 2.6 above.

Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

B. Export Benefits

Export benefits arising from Duty Drawback scheme and Merchandise Export Incentive Scheme are recognised on shipment of direct exports. Revenue from exports benefits is measured at the fair value of consideration received or receivable.

2.11 Other income

Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example,

prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

2.12 Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other long-term employee benefit obligations

Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year. The Company's gratuity fund scheme is managed by trust maintained with Insurance companies to cover the gratuity liability of the employees and premium paid to such insurance companies is charged to the statement of profit and loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Provident fund and Superannuation fund

Retirement benefits in the form of Provident Fund, ESI and Superannuation Fund are defined contribution schemes. The Company has no obligation, other than the contribution payable to the fund. The Company recognizes contribution payable through provident fund scheme as an expense, when an employee renders the related services. If the contribution payable to scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as 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 recognised as an asset to the extent that the prepayment will lead to, for example, a reduction in future payment or a cash refund.

Compensated Absences

Accumulated leaves, which are expected to be utilized within the next 12 months, are treated as short-term employee benefits. 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 leaves 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 the 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.

iii. Share based payments

Employees (including senior executives) of the Company receive remuneration from the ultimate holding company in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised as employee benefits expense in the statement of profit and loss over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity

settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

2.13 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where the Company is lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right to use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the

date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Right to use assets	Useful Lives estimated by the management (years)
Non-Factory buildings	2 to 5 years
Lease hold land	999 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.05 Impairment of non-financial assets.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets subject to operating leases are included in Property, Plant & Equipment. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss.

2.14 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 period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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 period are adjusted for the effect of all potentially dilutive equity shares.

2.15 Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit and Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing 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 recognised as expense in the period in which they occur.

2.16 Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries and impairment losses/ write down in value of investment in subsidiaries and significant disposal of fixed assets.

2.17 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three

months or less, which are subject to insignificant risk of changes in value.

2.18 Foreign currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses two days prior rate which approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2.19 Provisions and Contingent Liabilities

General Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) 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. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Warranty Provisions

Provisions for warranty-related costs are recognised

when the product is sold or service provided. Provision is based on technical estimates by the management based on past trends. The estimate of such warranty-related costs is revised annually.

Restructuring Provisions

Restructuring provisions are recognised only when the Company has a constructive obligation, which is when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associate costs, and an appropriate timeline, and the employees affected have been notified of the plan's main features.

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 recognised 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 recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.20 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which

sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.21 Preference Shares

Preference shares are separated into liability and equity components based on the terms of the contract. On issuance of the preference shares, the fair value of the liability component is determined using an incremental borrowing rate of the Company. This liability is classified as financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity net of tax effect. The carrying amount of the conversion option is not remeasured in subsequent years.

2.22 Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company

treats sale of the asset to be highly probable when:-

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment once classified as held for sale are not depreciated or amortised.

2.23 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these judgement, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Leases

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is

within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in note 30.

(c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(d) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(e) Impairment of non-Financial 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 CGU's fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company's 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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

(f) Provision for expected credit losses of trade receivables and contract assets

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Company's historical observed default rates. The

Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables and contract assets is disclosed in Note 37.

(g) Warranty provision

Warranty Provisions are measured at discounted present value using pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Warranty provisions is determined based on the historical percentage of warranty expense to sales for the same types of goods for which the warranty is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the warranty expense to be accrued. It is adjusted to account for unusual factors related to the goods that were sold, such as defective inventory lying at the depots. It is very unlikely that actual warranty claims will exactly match the historical warranty percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence.

(h) Useful life of property, plant and equipment

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

(i) Revenue from contracts with customers

The percentage-of-completion (POC) method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Company re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

2.24 Recent accounting developments and pronouncements

Ministry of Corporate Affairs (MCA) notification

MCA issued a notification dated March 24, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting April 1, 2021.

The Company is currently evaluating the impact of these amendments.

Amendment to Ind AS 116 “Leases” – Insertion of practical expedient for COVID-19 related lease concessions

The amendment provides lessee with a practical expedient and an exemption to assess whether a COVID-19 related rent concession is a lease modification to payments originally due on or before June 30, 2021. Amendment also requires disclosure of the amount recognised in statement of profit and loss to reflect changes in lease payments that arise from such concession. The Company has not recognised any amount as reversal of lease liability in the statement of profit and loss.

3. PROPERTY, PLANT AND EQUIPMENT

	(₹ in million)									
	Freehold Land	Leasehold Land	Leasehold Improvements	Buildings	Plant and Equipment	Furniture and fixtures	EDP Equipments	Vehicles	Total	Capital Work in progress
Gross block										
At March 31, 2019	679.72	750.75	15.06	1,312.98	651.56	21.68	149.15	98.96	3,679.86	56.78
Additions	-	-	0.11	19.39	97.28	6.41	51.35	25.00	199.54	161.57
Disposals	-	-	-	-	-	-	9.89	15.01	24.90	188.96
Adjustments	-	-	-	-	-	(6.34)	-	-	(6.34)	-
Reclassified on account of adoption of Ind AS 116, Leases (refer note 32)	-	750.75	-	-	-	-	-	108.95	859.70	-
At March 31, 2020	679.72	-	15.17	1,332.37	748.84	21.75	190.61	-	2,988.46	29.39
Additions	-	-	-	9.64	73.47	0.99	27.00	-	111.10	158.83
Disposals	-	-	-	-	16.92	0.84	7.56	-	25.32	111.09
Adjustments	-	-	-	-	-	6.34	-	-	6.34	-
Reclassifications	-	-	-	2.32	(0.35)	10.80	(12.77)	-	-	-
At March 31, 2021	679.72	-	15.17	1,344.33	805.04	39.04	197.28	-	3,080.58	77.13
Accumulated Depreciation										
At March 31, 2019	-	2.20	6.76	175.69	303.90	7.92	95.08	57.47	649.02	
Charge for the year	-	-	3.13	57.32	72.40	2.63	23.74	20.50	179.72	
Disposals	-	-	-	-	-	-	8.17	11.35	19.52	
Reclassified on account of adoption of Ind AS 116, Leases (refer note 32)	-	2.20	-	-	-	-	-	66.62	68.82	
At March 31, 2020	-	-	9.89	233.01	376.30	10.55	110.65	-	740.40	
Charge for the year	-	-	2.36	58.59	71.63	3.76	29.69	-	166.03	
Disposals	-	-	-	-	15.09	0.24	5.86	-	21.19	
Reclassifications	-	-	-	0.21	(0.07)	3.45	(3.59)	-	-	
At March 31, 2021	-	-	12.25	291.81	432.77	17.52	130.89	-	885.24	
Net carrying amount										
At March 31, 2020	679.72	-	5.28	1,099.36	372.54	11.20	79.96	-	2,248.06	
At March 31, 2021	679.72	-	2.92	1,052.52	372.27	21.52	66.39	-	2,195.34	
Note : Buildings include those constructed on Leasehold Land :										
									As at March 31, 2021	As at March 31, 2020
Gross Block									212.93	212.93
Depreciation Charge for the year									5.89	5.89
Accumulated Depreciation									29.45	23.56
Net Block									183.48	189.37

4. INTANGIBLE ASSETS

(₹ in million)		
Particulars	Software	Grand Total
At cost		
At March 31, 2019	126.18	126.18
Additions	0.81	0.81
Disposals	-	-
At March 31, 2020	126.99	126.99
Additions	0.54	0.54
Disposals	-	-
At March 31, 2021	127.53	127.53
Amortisation		
At March 31, 2019	72.51	72.51
Amortisation for the year	26.28	26.28
Disposals	-	-
At March 31, 2020	98.79	98.79
Amortisation for the year	26.11	26.11
Disposals	-	-
At March 31, 2021	124.90	124.90
Net carrying amount		
At March 31, 2020	28.20	28.20
At March 31, 2021	2.63	2.63

5. NON-CURRENT FINANCIAL ASSETS

(₹ in million)		
	As at March 31, 2021	As at March 31, 2020
(i) TRADE RECEIVABLES		
Unsecured - considered good	34.49	46.30
Total trade receivables (i)	34.49	46.30

Trade receivables are usually non-interest bearing and are as per the terms of the underlying contract.

No non-current trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(₹ in million)		
	As at March 31, 2021	As at March 31, 2020
(ii) OTHER FINANCIAL ASSETS (valued at amortised cost)		
Security Deposits - unsecured, considered good	10.13	15.94
Security Deposits - unsecured, considered doubtful	11.30	13.33
	21.43	29.27
Less: Impairment allowance for doubtful balances	11.30	13.33
Total other financial assets (ii)	10.13	15.94

6. OTHER NON-CURRENT ASSETS

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(Unsecured, considered good, unless otherwise stated)		
Capital advances	6.50	12.29
Others		
Deposits and balances with statutory/ government authorities, considered good	451.69	366.36
Deposits and balances with statutory/ government authorities, considered doubtful	30.49	30.49
	482.18	396.85
Less: Impairment allowance for doubtful deposits and balances	30.49	30.49
	458.19	378.65

7. INVENTORIES

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Raw materials and components	955.34	1,109.78
Work-in-progress	428.15	522.80
Finished goods	763.55	489.80
Stock-in-trade	4.41	21.04
Stores and spares	51.04	41.11
Total Inventories valued at the lower of cost and net realisable value	2,202.49	2,184.53

During the year ended March 31, 2021, ₹ 14.48 million (March 31, 2020: ₹ 55.21 million) was recognised as an expense for inventories carried at net realisable value.

Note:

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
The inventories include those in transit as under:		
Raw materials	131.33	222.65
Traded goods	2.72	-

8. CURRENT FINANCIAL ASSETS

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(i) TRADE RECEIVABLES		
Unsecured		
Trade receivables- considered good	4,263.86	4,210.96
Trade receivables - credit impaired	982.96	876.13
Trade receivables (gross)	5,246.82	5,087.09
Less: Impairment allowance for trade receivables		
Trade receivables - credit impaired	982.96	876.13
(i)	4,263.86	4,210.96
Trade receivables - other than related parties	3,288.51	3,374.07
Trade receivables from related parties (refer note 34)	975.35	836.89
Total trade receivables	4,263.86	4,210.96

Note:

Trade receivables are usually non-interest bearing and are on trade terms of 30 to 120 days.

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner or a member. Amount due from private companies in which any director is a director are as follows:

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Schneider Electric India Private Limited	509.59	508.90
Schneider Electric Solar India Private Limited	0.66	11.66
Schneider Electric Systems India Private limited	0.05	0.06
Schneider Electric President Systems Limited	0.01	2.38
Schneider Electric Private Limited	6.03	6.43
Mahindra Susten Private Limited	5.13	8.47
(ii) CASH AND CASH EQUIVALENTS		
Balances with banks:		
Current accounts	33.28	2.08
EEFC accounts	196.20	131.21
(ii)	229.48	133.29

Note: There are no restrictions with regard to cash and cash equivalents as at reporting date or in prior periods.

At March 31, 2021, the Company has unutilised credit facilities of ₹ 7,182.43 million (March 31, 2020: ₹ 8,317.39 million) (It includes overdraft, cash credit, letter of credit etc.)

(iii) OTHER FINANCIAL ASSETS

Unsecured considered good unless otherwise stated (at amortised cost)

Amount recoverable from related parties	0.81	8.55
Recoverable from gratuity trust	-	35.93
Derivative assets - forward contracts	-	7.93
Insurance claim receivable	20.89	58.92
	21.70	111.33
Security Deposits	6.52	6.52
(iii)	28.22	117.85

9. OTHER CURRENT ASSETS

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good unless otherwise stated		
Advance to vendors - Considered good	79.53	114.05
Advance to vendors - Considered doubtful	72.38	68.66
	151.91	182.71
Less : Impairment allowance for doubtful advances	72.38	68.66
(a)	79.53	114.05
Advance to employees	6.08	2.31
Prepaid expenses	27.38	23.21
Export incentive receivables/duty scrips in hand	22.54	19.71
Loan to employees	2.48	1.92
Unbilled revenue	345.07	80.48
(b)	403.55	127.63
Balance with statutory/ government authorities - considered good	423.05	424.14
Balance with statutory/ government authorities - considered doubtful	28.49	11.63
	451.54	435.77
Less : Impairment allowance for doubtful balances	28.49	11.63
(c)	423.05	424.14
(a)+(b)+(c)	906.13	665.82

10. EQUITY

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(A) Equity share capital		
(a) Authorized		
- 250,000,000 (March 31, 2020: 250,000,000) equity shares of Rupees 2 each	500.00	500.00
Issued, subscribed and fully paid-up		
- 239,104,035 (March 31, 2020: 239,104,035) equity shares of Rupees 2 each	478.21	478.21

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

	March 31, 2021		March 31, 2020	
	No. of shares (in million)	(₹ in million)	No. of shares (in million)	(₹ in million)
At the beginning of the year	239.10	478.21	239.10	478.21
At the end of the year	239.10	478.21	239.10	478.21

(c) Terms/rights attached to equity shares

The Company has equity shares having par value of ₹ 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.

(d) Shares held by Holding/ ultimate holding company and/or their subsidiaries/ associates :

Out of equity shares issued by the Company, shares held by its Holding company and/or their subsidiaries are as below:

	As at March 31, 2021		As at March 31, 2020	
Name of Shareholder	No. of shares (in million)	(₹ in million)	No. of shares (in million)	(₹ in million)
Energy Grid Automation Transformers and Switchgears India Private Limited, the Holding Company	168.74	337.47	168.74	337.47
Schneider Electric Singapore Pte. Limited, Parent of Holding Company	10.59	21.18	10.59	21.18

(e) Details of shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):

Equity shares of ₹ 2 each fully paid:

	As at March 31, 2021		As at March 31, 2020	
Name of Shareholder	No. of shares (in million)	(₹ in million)	No. of shares (in million)	(₹ in million)
Energy Grid Automation Transformers and Switchgears India Private Limited, the Holding Company	168.74	70.57%	168.74	70.57%
Nippon Life India Trustee Limited (formerly known as Reliance Capital Trustee Co. Limited)	7.58	3.17%	19.81	8.28%

(B) OTHER EQUITY

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Equity component of preference shares	845.20	845.20
Equity component of inter corporate deposits	199.01	199.01
Share based payments reserve	133.87	133.87
Capital reserve	410.25	410.25
General reserve	1,534.63	1,534.63
Retained earnings	(3,565.71)	(3,587.10)
	(442.75)	(464.14)

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Equity component of Preference Shares		
Opening Balance	845.20	845.20
Add: Changes during the year	-	-
	845.20	845.20
Equity component of Inter Corporate Deposits		
Opening Balance	199.01	26.61
Add: Changes during the year	-	172.40
	199.01	199.01
Share based payments reserve		
Opening Balance	133.87	133.87
Add: Changes during the year	-	-
	133.87	133.87
Capital reserve		
Opening Balance	410.25	410.25
Add: Changes during the year	-	-
	410.25	410.25
General reserve		
Opening Balance	1,534.63	1,534.63
Add: Changes during the year	-	-
	1,534.63	1,534.63
Retained earnings		
Opening Balance	(3,587.10)	(3,194.86)
Add: Profit / (Loss) for the year	(10.11)	(295.75)
Items of other comprehensive income recognised directly in retained earnings		
Remeasurement of post employment benefit obligation, net of tax (item of OCI)	31.50	(96.49)
	(3,565.71)	(3,587.10)

Description of nature and purpose of each reserve

Share based payments reserve - The fair value of the equity-settled share based payment transactions is recognised in Statement of Profit and Loss with corresponding credit to Share based payments reserve.

Capital reserve - The Company had acquired the distribution business of erstwhile Areva T&D India Limited, now GE T&D India Limited through a Scheme of arrangement for demerger. At that time, the excess of net assets acquired, over the cost of consideration paid was treated as capital reserve.

General reserve - The Company had acquired the distribution business of erstwhile Areva T&D India Limited, now GE T&D India Limited through a Scheme of arrangement for demerger. The general reserve was transferred from the demerged Company to the tune of ₹ 1,494.86 million. Further, the Company had transferred general reserve from surplus balance in the statement of profit and loss to the tune of ₹ 39.77 million.

11. NON-CURRENT FINANCIAL LIABILITIES

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(i) BORROWINGS		
Loans from related parties (unsecured)		
- Schneider Electric IT Business India Private Limited (refer note "a" below)	2,433.89	2,389.49
8% cumulative redeemable preference shares of ₹10 each (refer note "b" below)		
- Energy Grid Automation Transformers and Switchgears India Private Limited	379.02	349.33
- Schneider Electric IT Business India Private Limited	960.13	884.94
	3,773.04	3,623.76

- Inter corporate deposits from group company Schneider Electric IT Business India Private Limited carries floating interest rate in the range of 4.76% to 5.60% per annum with maturity period of 3.5 years.
- Each holder of cumulative redeemable preference shares is entitled to one vote per share only on resolution placed before the Company which directly affects the rights attached to cumulative redeemable preference shares.

12. NON-CURRENT PROVISIONS

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Provision for warranties (refer note 16(ii)(b))	180.14	203.00
Provision for gratuity (refer note 30)	33.97	44.27
	214.11	247.27

13. NON-CURRENT DEFERRED REVENUE

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Opening	48.34	28.14
Deferred during the year	45.11	19.53
Released/utilised during the year	(48.34)	(28.14)
Adjustments	-	28.81
Closing	45.11	48.34

Note:

The deferred revenue as at March 31, 2021 relates to non current warranty provisions valued at amortised cost.

14. CURRENT FINANCIAL LIABILITIES

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(i) BORROWINGS (unsecured)		
Cash credit from banks	3.52	6.07
Short term loan from banks	200.00	160.21
Loan from related party :		
- Schneider Electric IT Business India Private Limited	1,405.66	988.64
	1,609.18	1,154.92

Note:

- Short term loan from banks carries interest rate @ 1.8% per annum. The loan is repayable within 90 days from the balance sheet date.
- Loan taken from Schneider Electric IT Business India Private Limited carries interest rate of 3.33% to 6.15% per annum (March 31, 2020 : 6.15% per annum). The loan is repayable on demand as at the balance sheet date.

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
(ii) TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (refer note below for details of dues to micro enterprises and small enterprises)	193.09	185.71
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,084.00	4,271.72
	4,277.09	4,457.43

Terms and conditions of the above trade payables:

- The amounts are non-interest bearing and are normally settled on 90-day terms.
 - Trade payables include amounts due to related parties ₹ 1,457.39 million (March 31, 2020 : ₹ 2,414.08 million) (refer note 34).
- (a) Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2021 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in million)

	As at March 31, 2020	As at March 31, 2019
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
Principal	193.09	185.71
Interest	0.10	0.70
ii) 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.	-	-
iii) 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 MSMED Act.	3.69	4.32
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	50.27	46.48
v) 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	50.27	46.48
(iii) OTHER FINANCIAL LIABILITIES		
Interest accrued but not due on borrowings	1.66	2.32
Interest accrued and due on borrowings	27.68	38.41
Interest accrued and due to MSMED creditors	50.27	46.48
Security deposits	11.21	16.18
Derivative liability - forward contracts	9.11	-
Capital creditors	35.89	14.44
	135.82	117.83

15. OTHER CURRENT LIABILITIES

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Advance from customers	311.00	365.84
Advance billing to customers	249.22	257.29
Statutory dues payable	66.95	57.95
	627.17	681.08

16. CURRENT PROVISIONS

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
i) Provision for employee benefits		
Compensated absences	117.39	114.94
	117.39	114.94
ii) Other provisions		
a) Provision for restructuring (refer note a below)	60.93	38.97
b) Provision for warranties (refer note b below)	301.29	277.89
c) Provision for litigations/contingencies (net of amount deposited under protest with tax authorities ₹ 384.31 million (March 31, 2020 ₹ 331.72 million) (refer note c below)	223.38	290.92
d) Provision for contract losses (refer note d below)	8.53	7.46
	594.13	615.24
	711.52	730.18

a) Provision for restructuring

Restructuring provision represents expenses under the organisational restructuring to achieve higher efficiency, planned over a period of time and includes shifting of factory lines to other locations and related employee settlement cost.

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	38.97	108.77
Creation / (arising) during the year	130.12	(13.52)
Utilized during the year	(108.16)	(56.28)
At the end of the year	60.93	38.97

b) Provision for warranties

A provision is recognised for expected warranty claims on product sold under warranty as per the technical estimates made by the management based on historical trends. It is expected that most of this cost will be incurred over the warranty period as per the warranty terms. The table below gives information about movement in warranty provisions. Assumptions used to calculate the provision for warranties are based on current and previous period sales level and the failure trend in respect of defects.

(₹ in million)

	As at March 31, 2020	As at March 31, 2019
At the beginning of the year	480.89	535.19
Arising during the year	224.94	287.22
Reversal during the year	(127.88)	(187.24)
Utilised during the year	(93.29)	(149.00)
Unwinding of discount	(3.23)	(5.28)
At the end of the year	481.43	480.89
Current portion	301.29	277.89
Non-current portion	180.14	203.00

c) Provision for Litigations/Contingencies

Provision for litigations/contingencies relates to cases of Excise Duty, Service Tax, Sales Tax and Income Tax. Due to uncertainty related to outcome, it is difficult to comment on any outflow of economic benefits. The provisions reflect the current best estimates.

A) Litigations/Contingencies provision

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	622.64	655.81
Arising during the year	107.51	-
Utilised during the year	(104.47)	(25.58)
Reversal during the year	(18.00)	(7.59)
At the end of the year	607.68	622.64
B) Deposits under protest with tax authorities (related to litigations in A above)		
At the beginning of the year	(331.72)	(332.27)
Deposits made during the year	(61.95)	(48.09)
Utilised during the year	9.37	48.64
At the end of the year	(384.30)	(331.72)
Provision for Litigations/Contingencies (A-B)	223.38	290.92

d) Provision for contract losses

Provision is recognised when it is probable that total cost to execute a long term customer contract will exceed its corresponding revenue. The table gives information about movement in losses.

	(₹ in million)	
	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	7.46	6.45
Arising during the year	1.07	1.01
Utilized during the year	-	-
At the end of the year	8.53	7.46

17. INCOME TAXES

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
(a) Income tax expense in the statement of profit and loss comprises :		
Current income tax charge	-	-
Deferred Tax		
- Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit or loss	-	-
(b) Other Comprehensive Income		
Remeasurement of the defined benefit plan	31.50	(96.49)
Income tax related to items recognised in OCI during the year	-	-
(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :		
Accounting profit before tax	(10.11)	(295.75)
Applicable tax rate	34.94%	34.94%
Computed tax expense	(3.53)	(103.34)
Income tax charged to Statement of Profit and Loss	-	-

The Company follows Ind AS 12 "Income Taxes". The Company has net deferred tax assets consisting of unabsorbed depreciation and carry forward losses. However, Deferred tax assets have not been recognized in respect of these losses as they may not be used to offset taxable profits in the Company and there are no other tax planning opportunities or other evidence of recoverability in the near future. A summary of deferred tax assets to the extent of deferred tax liability is given below:

	(₹ in million)	
	Balance sheet	
	As at March 31, 2021	As at March 31, 2020
Deferred income tax assets		
Expenses allowable on payment basis	72.30	65.27
Brought forward losses and unabsorbed depreciation	1,048.62	1,180.73
Disallowance for doubtful trade receivables	343.49	306.15
Disallowance for lease liabilities	21.78	41.65
Disallowance for provision for Litigations	78.06	103.96
Others	88.87	53.49
Total deferred income tax assets (Gross)	1,653.12	1,751.25
Deferred income tax liabilities		
Increase in value of Land through fair valuation at transition date	239.59	240.81
Disallowance for Right-to-use assets	18.29	40.95
Impact of fair valuation of preference share capital and inter corporate deposits	173.66	240.63
Depreciation on property, plant and equipment & Intangible asset for income tax purposes	90.54	85.05
Others	15.76	9.60
Total deferred income tax liabilities (Gross)	537.84	617.04
Deferred income tax assets (Net)	1,115.28	1,134.21

The company offsets tax assets and liabilities if and only if it has a legally enforceable rights to set off current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authorities.

18. REVENUE FROM OPERATIONS

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
A) Revenue from contracts with customers		
Sale of Products		
Sale of finished goods	10,598.14	11,280.28
Sale of traded goods	109.09	49.00
	10,707.23	11,329.28
Sale of Services	788.58	804.42
Project revenue	1,365.74	1,597.33
Other operating revenues		
Scrap sales	84.31	78.28
	12,945.86	13,809.31
B) Export incentives	25.42	34.79
Revenue from operations (A) + (B)	12,971.28	13,844.10

Refer note 39 for disclosure of revenue from contract with customers under Ind AS 115.

19. OTHER INCOME

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Interest income on		
Others	2.10	2.05
Other non-operating income		
Excess provisions/liabilities written back	18.00	36.52
Net gain on disposal of property, plant and equipment	2.30	2.46
Bad debts recovered	87.77	70.79
Deferred revenue released during the year (refer note 13)	3.23	8.61
Gain on modification of debt	33.74	-
Others	38.10	-
	185.24	120.43

20. COST OF RAW MATERIAL AND COMPONENTS CONSUMED

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Inventory at the beginning of the year	1,109.78	979.16
Add: Purchases during the year	8,867.36	9,551.71
	9,977.14	10,530.87
Less: inventory at the end of the year	955.34	1,109.78
Cost of raw material and components consumed	9,021.80	9,421.09

21. PURCHASE OF TRADED GOODS

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Purchases of traded goods	103.47	30.53
	103.47	30.53

22. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS AND TRADED GOODS

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Work in Progress		
At the beginning of the year	522.80	885.79
Less: At the end of the year	428.15	522.80
(Increase) / decrease in Work in progress	94.65	362.99
Finished Goods		
At the beginning of the year	489.80	488.32
Less: At the end of the year	763.55	424.74
Less: Inventory loss due to flood at Vadodara	-	65.06
(Increase) / decrease in Finished goods	(273.75)	(1.48)
Stock-in-trade		
At the beginning of the year	21.04	38.37
Less: At the end of the year	4.41	21.04
(Increase) / decrease in Traded goods	16.63	17.33
(Increase) / decrease in inventories	(162.47)	378.84

23. EMPLOYEE BENEFITS EXPENSES

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Salaries, wages and bonus	1,584.07	1,801.21
Contribution to provident, Superannuation and other funds	92.68	99.46
Employee share based payments (refer note 31)	4.90	10.25
Gratuity expense (refer note 30)	32.55	19.72
Staff welfare expenses	133.15	164.39
	1,847.36	2,095.03

24. FINANCE COSTS

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Interest expenses*	464.80	457.98
Bank charges	17.15	22.80
	481.95	480.78

* includes interest on delayed payment of statutory dues ₹ 0.17 million (March 31, 2020 ₹ 0.26 million) and interest under Micro, Small and Medium Enterprises Act ₹ 3.79 million (March 31, 2020 ₹ 5.02 million).

25. DEPRECIATION AND AMORTISATION

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Depreciation expenses	166.03	159.22
Depreciation expenses on right-of-use assets (refer note 32)	28.71	32.79
Amortisation expenses	26.11	26.28
	220.85	218.29

26. OTHER EXPENSES

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
Consumption of stores and spares	13.66	13.57
Power and fuel	64.87	68.74
Royalty	6.60	1.76
Freight charges	114.71	118.78
Rent	109.89	127.66
Rates and taxes	15.56	11.08
Directors' sitting fees	3.52	2.68
Insurance charges	41.13	33.37
Repairs and maintenance :		
- Plant & machinery	59.41	42.46
- Buildings	27.91	65.67
- Others	43.62	45.20
Travelling and conveyance	56.64	170.62
Auditor's remuneration*		
- Audit fee	6.80	9.60
- Tax Audit fees	0.50	0.80
- Limited review	3.25	4.10
- Certification and others	0.05	0.10
- Reimbursement of expenses	0.16	1.32
Warranty expenses	97.06	99.98
Loss on foreign exchange differences and mark to market impact (net)	31.23	63.76
Provision for contract loss	1.07	1.01
Impairment allowance on trade receivables	108.17	27.05
Provision for doubtful loans and advances	28.76	36.76
Trade mark fees	194.68	186.47
Data management charges	194.65	171.24
Management support charges	58.77	58.28
Legal and professional charges	174.64	165.85
Miscellaneous expenses	66.24	121.33
Total	1,523.55	1,649.24

* Includes payment to erstwhile auditor amounting to ₹ 3.21 million (March 31, 2020 : Nil).

27. EXCEPTIONAL ITEMS

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
Restructuring expenses	130.12	(13.52)
	130.12	(13.52)

Exceptional items represent expenses incurred towards organizational restructuring for improving efficiency in line with change in product lines and related employees settlement cost.

28. COMPONENT OF OTHER COMPREHENSIVE INCOME

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
The disaggregation of changes to OCI in equity is shown below:		
Remeasurement of the defined benefit plan (net of tax) (refer note 30)	31.50	(96.49)
	31.50	(96.49)

29. EARNINGS PER SHARE

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
(a) Basic Earnings per share		
Numerator for earnings per share		
Profit/(loss) for the year	(10.11)	(295.75)
Denominator for earnings per share		
Weighted average number of equity shares outstanding (Nos. in million) during the year	239.10	239.10
Earnings per share-Basic (one equity share of ₹ 2 each)	(0.04)	(1.24)
(b) Diluted Earnings per share		
Numerator for earnings per share		
Profit/(loss) for the year	(10.11)	(295.75)
Denominator for earnings per share		
Weighted average number of equity shares outstanding (Nos. in million) during the year	239.10	239.10
Earnings per share- Diluted (one equity share of ₹ 2 each)	(0.04)	(1.24)

Note: There are no instruments issued by the Company which have effect of dilution of basic earning per share.

30 EMPLOYEE BENEFITS

Disclosures pursuant to Ind AS-19 "Employee Benefits"(specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are given below :

Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Provident Fund, Superannuation and other Funds	92.68	99.46
	92.68	99.46

Defined Benefit Plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on retirement/ resignation/death at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with insurance companies in the form of a qualifying insurance policy.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
a) Reconciliation of opening and closing balances of Defined Benefit obligation		
Present value of Defined Benefit obligation at the beginning of the year	286.20	183.94
Interest expense	17.82	14.09
Current service cost	29.00	19.32
(Gain) / loss on curtailments	(0.22)	-
Benefits paid	(30.92)	(22.41)
Actuarial changes arising from changes in demographic assumptions	-	(0.15)
Actuarial changes arising from changes in financial assumptions	(10.69)	84.03
Actuarial changes arising from changes in experience adjustments	(5.95)	7.38
Defined benefit obligation at year end	285.24	286.20

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
b) Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	241.93	212.35
Expected return on plan assets	14.05	13.69
Actuarial gain /(loss) for the year on plan assets	14.86	(5.23)
Employer contribution	-	60.00
Benefits payment from plan assets	(19.57)	(38.88)
Fair value of plan assets at year end	251.27	241.93

c) Net defined benefit asset/ (liability) recognised in the balance sheet		
Fair value of plan assets	251.27	241.93
Present value of defined benefit obligation	285.24	286.20
Amount recognised in Balance Sheet- Asset / (Liability)	(33.97)	(44.27)

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
d) Net defined benefit expense (Recognised in the Statement of profit and loss for the year)		
Current service cost	29.00	19.32
(Gain) / loss on curtailments	(0.22)	-
Net Interest Cost	3.77	0.40
Net defined benefit expense debited to statement of profit and loss	32.55	19.72

e) Remeasurement (gain)/ loss recognised in other comprehensive income		
Actuarial gain / (loss) due to demographic assumption changes in DBO	-	0.15
Actuarial gain / (loss) due to financial assumption changes in DBO	10.69	(84.03)
Actuarial gain / (loss) due to experience on DBO	5.95	(7.38)
Return on plan assets greater / (less) than discount rate	14.86	(5.23)
Recognised in other comprehensive income	31.50	(96.49)

f) Broad categories of plan assets as a percentage of total assets		
Insurer managed funds	100%	100%

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
g) Principal assumptions used in determining defined benefit obligation		
Mortality Table (LIC)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Discount rate (per annum)	6.95%	6.65%
Salary Escalation	7.00%	7.00%
Ages - Withdrawal Rates		
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Retirement Age (Years)	58.00	58.00

(₹ in million)

	As at March 31, 2021
h) Quantitative sensitivity analysis for significant assumptions is as below:	
Increase / (decrease) on present value of defined benefits obligations at the end of the year	
Defined Benefit obligation at year end	285.24
Discount Rate	
Increase by 0.50%	(16.64)
Decrease by 0.50%	18.14
Defined Benefit obligation at year end	285.24
Salary Increase	
Increase by 0.50%	18.05
Decrease by 0.50%	(16.70)

Sensitivities due to mortality and withdrawals are not material and, hence, impact of change is not calculated.

Sensitivities as to the rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

i) Maturity profile of defined benefit obligation	
Year	(₹ in million)
April 2021- March 2022	10.40
April 2022- March 2023	10.98
April 2023- March 2024	8.79
April 2024- March 2025	11.67
April 2025- March 2026	12.73
March 2026 onwards	104.90

- j) The Company's best estimate of expense for the next annual reporting period is ₹ 31.77 million.
- k) Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.
- l) The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
- m) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

n) Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B) Investment Risk – If Plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D) Mortality and disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

31 SHARE BASED PAYMENTS

The Company does not provide any share based compensation to its employees. However, the Ultimate holding company Schneider Electric SE ('the issuer') has provided various share-based payment scheme to employees of the Company.

Details of these plans are as under:-

Performance Stock Units

These are the units of stock granted to employee at nil exercise price. The main features of these plans were as follows:

Plan No	Date of Board meeting of issuer	Starting date of Exercise period	Expiration Date
Plan 26	23-Mar-16	23-Mar-16	23-Mar-20
Plan 29	24-Mar-17	24-Mar-20	24-Mar-20
Plan 31	26-Mar-18	26-Mar-21	26-Mar-21
Plan 33	26-Mar-19	28-Mar-22	28-Mar-22
Plan 37	24-Mar-20	24-Mar-23	24-Mar-23
Plan 39	25-Mar-21	25-Mar-24	25-Mar-24

To receive the stock, the grantee must generally be an employee or corporate officer of the Group. Vesting is also conditional on the achievement of performance criteria. Vesting period is 0 to 4 years and lock-up period is 0 to 3 years.

The expense recognised for employee services received during the year is shown in the following table:

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
Expense arising from equity-settled share-based payment transactions	4.90	10.25
Total expense arising from share-based payment transactions	4.90	10.25

There were cancellations or modifications in performance stock unit. Refer below movement for details:-

Movements during the year

Performance Stock Unit

	As at March 31, 2021 Number	As at March 31, 2020 Number
Outstanding at April 1	5,550	21,190
Granted during the year	1,556	2,100
Forfeited during the year	(5)	(3,652)
Exercised during the year	(741)	(12,788)
Stock pertaining to employee transferred from other group companies	346	1,200
Stock pertaining to employee transferred to other group companies	(2,500)	(2,500)
Outstanding at March 31	4,206	5,550

32 LEASES

As a lessee

The Company adopted Ind AS 116, Leases, using the modified retrospective method, with the date of initial application on April 01, 2019. The Company has lease contracts for various properties (e.g. Sales office, Warehouse, leasehold land etc) used in its operations. Leases of property other than leasehold land generally have lease terms between 2 to 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. The Company also has certain leases of property and machinery with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(₹ in million)

	Right-of-use assets		
	Leasehold Properties	Other	Total
Gross Block			
As at April 01, 2019	-	-	-
Additions on account of transition to Ind AS 116, leases	16.24	47.60	63.84
Reclassified on account of adoption of Ind AS 116, Leases (refer note 3)	750.75	98.96	849.71
Additions during the year	21.88	25.00	46.88
Deletions	-	15.01	15.01
As at March 31, 2020*	788.87	156.55	945.42
Additions during the year	1.34	17.84	19.18
Deletions	0.92	80.69	81.61
As at March 31, 2021	789.29	93.70	882.99
Accumulated depreciation			
As at April 01, 2019	-	-	-
Reclassified on account of adoption of Ind AS 116, Leases (refer note 3)	2.20	57.47	59.67
Charge for the year (refer note 25)	9.71	23.08	32.79
Deletions	-	11.35	11.35
As at March 31, 2020*	11.91	69.20	81.11
Charge for the year (refer note 25)	10.19	18.52	28.71
Deletions	-	26.84	26.84
As at March 31, 2021	22.10	60.88	82.98
Net block as at March 31, 2020	776.96	87.35	864.31
Net block as at March 31, 2021	767.19	32.82	800.01

* Other includes reclassifications of vehicles taken on lease, written down value of ₹ Nil (March 31, 2020 ₹ 42.33 million, Gross block of ₹108.95 million, accumulated depreciation ₹ 66.62 million), on account of adoption of Ind AS 116, Leases (refer note 3).

Set out below are the carrying amounts of lease liabilities and the movements during the period:

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
As at April 01	119.20	-
Additions on account transition to Ind AS 116, leases	-	96.57
Additions	19.18	43.76
Accretion of interest	18.29	21.46
Payments	(41.68)	(39.42)
Deletions	(53.45)	(3.17)
Transfers	0.78	-
As at March 31	62.32	119.20
Current	23.42	16.11
Non-current	38.90	103.09

a) The effective interest rate for lease liabilities is 8.5% with maturity between 2020-2025

b) The maturity analysis of lease liabilities on an undiscounted basis are shown below:

i) not later than one year	41.74	31.58
ii) later than one year but not later than five years	63.12	72.82
iii) later than five years	-	66.78

c) The following are the amounts recognised in profit or loss

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Depreciation expense of right-of-use assets	28.71	32.79
Interest expense on lease liabilities	18.29	21.46
Expense relating to short-term leases and low value leases (included in other expenses)	11.08	10.43

- d) The Company had total cash outflows for leases of ₹ 41.68 million during the year ended March 31, 2021 (March 31, 2020: ₹ 39.42 million). The Company also had non-cash additions as at March 31, 2021 to right-of-use assets of ₹ 19.18 million (March 31, 2020 : ₹ 46.88 million) and lease liabilities of ₹ 19.18 million (March 31, 2020: ₹ 43.76 million).
- e) The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

33 COMMITMENTS AND CONTINGENCIES

A. Contingent Liabilities

(₹ in million)

	Period of demand	As at March 31, 2021	As at March 31, 2020
A.1 Income Tax	Financial year		
Contingent liabilities	2011-12 to 2013-2014	414.28	441.59
Deposits made under protest		60.95	60.95

Contingent liabilities are on account of certain information/ details not submitted to Assessing Officer. The Company has filed appeal with Commissioner of Income Tax (Appeals) against above demands in respect of FY 2011-12 to 2013-14. The management believes that these details are available with the Company and will be submitted to Commissioner of Income Tax (Appeals) at the time of hearing. Therefore, there is no potential exposure on account of the same.

A.2 Indirect Tax cases {Mixed cases with GE T&D India Limited (formerly known as Alstom T&D India Limited)}

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 (mixed cases). Accordingly, ALSTOM is contesting the total outstanding demands, before various appellate authorities, including the share of the Company.

(₹ in million)

	As at March 31, 2021				
	Total Demand including GE T&D share	Company's share	Contingent Liability	Provision	Deposits made under protest
a. Excise and Service Tax	93.93	12.70	6.74	5.96	-
	(93.93)	(12.70)	(6.18)	(6.52)	-
b. Sales Tax	1,105.79	500.83	163.86	336.97	311.92
	(1,209.24)	(509.99)	(139.10)	(370.90)	(296.01)
Total	1,199.72	513.53	170.60	342.93	311.92
	(1,303.17)	(522.69)	(145.28)	(377.42)	(296.01)

Amounts in brackets represents amount outstanding as at March 31, 2020

A.3 Other Indirect Tax cases

(₹ in million)

	As at March 31, 2021		
	Contingent liabilities	Provisions	Deposits made under protest
a. Excise and Service Tax	22.96	6.34	1.82
	(23.72)	(6.34)	(1.82)
b. Sales Tax	653.42	196.95	177.93
	(648.76)	(194.51)	(132.02)
c. Custom Duty	321.86	-	23.72
	(321.86)	-	-
Total	998.24	203.29	203.47
	(994.34)	(200.85)	(133.84)

Amount in brackets represents amount as at March 31, 2020

The Company has preferred appeals against the above demands (refer note A.1, A.2 and A.3 above) which are 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.

B Commitments

(₹ in million)

	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances)	66.14	91.22
Bank guarantees provided against advance from customers and performance obligation under contracts with customers	2,872.22	3,085.59
	2,938.36	3,176.81

34 RELATED PARTY TRANSACTIONS

Following are the Related Parties and transactions entered with related parties for the year:

(A) Names of related parties and description of relationship:

(i) Related party where control exists

Name of the related parties	Relationship
1. Energy Grid Automation Transformers and Switchgears India Private Limited	Holding Company
2. Schneider Electric Industries SAS, France	Ultimate Holding Company
3. Schneider Electric Singapore Pte. Limited, Singapore	Parent of Holding Company

(ii) Fellow subsidiaries with which there have been transactions during the year

EPS Electrical Power Distribution Boards & Switchgear Ltd, Saudi Arabia	Schneider Electric IT Logistics Europe Limited, Ireland
France Transfo SAS, France	Schneider Electric IT Singapore Pte. Ltd, Singapore
Invensys Development Centre India Private Ltd, India	Schneider Electric Kenya, Kenya
Schneider Electric Systems India Private Limited (formerly known as Invensys India Private Ltd)	Schneider Electric Korea Ltd (ex-Samwha EOCR Co. Ltd), Korea
Luminous Power Technologies Private Ltd, India	Schneider Electric Solar Singapore Pte Ltd, Singapore
Manufacturas Electricas SA, Spain	Schneider Electric Lanka (Private) Limited, Lanka
Power Measurement Ltd, Canada	Schneider Electric Logistics Asia Pte. Ltd, Singapore
Pt Schneider Electric Indonesia, Indonesia	Schneider Electric Ltd, UK
Schneider Electric IT Business India Pvt.Ltd., India	Schneider Electric Mexico S.A. de C.V., Mexico
Schneider (Thailand) Ltd, China	Schneider Electric Nigeria Ltd, Nigeria
Schneider Busway (Guangzhou) Ltd, China	Schneider Electric O.M. LLC, Oman
Schneider Electric (Australia) Pty. Limited, Australia	Schneider Electric Overseas Asia Pte. Ltd, Singapore
Schneider Electric (China) Co. Ltd, China	Schneider Electric Peru S.A., Peru
Schneider Electric (Philippines) Inc., Philippines	Schneider Electric Polska SP, Poland
Schneider Electric (UK) Ltd, UK	Schneider Electric President Systems Ltd, India
Schneider Electric (Xiamen) Switchgear Co. Ltd, China	Schneider Electric Private Limited, India
Schneider Electric AEBE, Greece	Schneider Electric Protection et Contrôle SAS, France
Schneider Electric Argentina Sa, Argentina	Schneider Electric S.P.A., Italy
Schneider Electric Asia Pacific Limited, Hong Kong	Schneider Electric Sachsenwerk GmbH, Germany
Schneider Electric "Austria" Ges. M.B.H., Austria	Schneider Electric Services LLC, Qatar
Schneider Electric Brasil Ltda, Brasil	Schneider Electric Solar India Private Limited, India
Schneider Electric Bulgaria Eood, Bulgaria	Schneider Electric South Africa (Pty.) Ltd, South Africa
Schneider Electric Canada Inc., Canada	Schneider Electric Systems Austria GmbH, Austria
Schneider Electric D.O.O., Croatia	Schneider Electric Taiwan Co Ltd, China
Schneider Electric De Colombia Sa, Colombia	Schneider Electric Telecontrol SAS, France
Schneider Electric Distribution Company, Egypt	Schneider Electric Usa, Inc., USA
Schneider Electric Dms Ns, Serbia	Schneider Electric Vietnam Co. Ltd, Vietnam
Schneider Electric East Mediterranean SAL Lebanon	Schneider Elektrik Sanayi Ve Ticaret A.S., Turkey
Schneider Electric Energy France SAS, France	Schneider Enerji Endustrisi Sanayi Ve Ticaret A.S., Turkey
Schneider Electric Energy Hungary Electric Switchboard Production Ltd, Hungary	Schneider Enerji Endüstrisi Sanayi Ve Ticaret Anonim Sirketi, Turkey
Schneider Electric Espana SA, Utd.Arab Emir.	Schneider Switchgear (Suzhou) Co, Ltd, China
Schneider Electric FZE, Utd.Arab Emir.	Shanghai Schneider Electric Power Automation Co. Ltd, China
Schneider Electric GmbH, Germany	Schneider Electric Software India Private Limited
	Société Électrique d'Aubenas SAS, France

Schneider Electric India Private Limited, India	Telvent USA, LLC, USA
Schneider Electric Industries (M) Sdn Bhd, Malaysia	Vamp Oy, Finland
Schneider Electric France SAS, France	Schneider Electric Infrastructure Limited Emp Group Gratuity Assurance Scheme
ZAO Gruppa Kompaniy Electroschild, Russia	Schneider Electric Maroc, Morocco
Schneider Electric IT Logistics Asia Pacific Pte. Ltd, Singapore	Gutor Electronic GmbH, Germany
Schneider Electric Egypt S.A.E., Egypt	Gutor Electronic Asia Pacific Sdn. Bhd., Malaysia
Schneider Electric Services International SPRL, Belgium	Schneider Electric Plants Saudi Arabia Co., Uae
Schneider (Beijing) Medium & Low Voltage Co., Ltd, China	Shanghai Foxboro Co., Ltd, China
SE Japan Holdings Ltd, Japan	Schneider Electric Srbija Doo Beograd, Serbia
Schneider Electric Transformers Poland Spzoo, Poland	Schneider Electric Systems Usa Inc., USA
Schneider Electric Systems Singapore Pte. Ltd., Singapore	Schneider Electric Solar, Inc, Canada
Schneider Electric Asia Pte. Ltd., Singapore	

(iii) Key Management Personnel

- Mr. Sanjay Sudhakaran, Managing Director & CEO w.e.f May 01, 2021
- Late Mr. Bruno Bernard Dercle, Managing Director & CEO till April 30, 2021
- Mr. Piyush Pandey, Whole Time Director w.e.f May 22, 2019 till April 30, 2021
- Ms. Bhumika Sood, Company Secretary
- Mr. Mayank Holani, Chief Financial Officer w.e.f September 9, 2020
- Mr. Arnab Roy, Chief Financial Officer till September 8, 2020 (Whole Time Director w.e.f June 16, 2020 till December 31, 2020)
- Mr. Vivek Sarwate, Whole Time Director till May 22, 2019

(iv) Additional related parties as per Companies Act 2013 with whom transactions have taken place during the year:

- Ms. Namrata Kaul, Director
- Ms. Geeta Mathur, Director till September 9, 2019
- Mr. Vinod Kumar Dhall, Chairman and Director
- Mr. Ranjan Pant, Director
- Mr. Subramanian Vishar Vasudeven, Director

(B) Transactions during the year

S. No	Particulars	Related party where control Exists		Fellow subsidiaries		Key Management Personnel and other related parties		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
(1) SALE OF GOODS									
	Schneider Electric Industries SAS, France	0.21	0.60			-	-	0.21	0.60
	Schneider Electric India Private Limited, India	-	-	1,231.92	1,901.55	-	-	1,231.92	1,901.55
	Schneider Electric IT Business India Private Ltd, India			31.04	191.69			31.04	191.69
	Schneider Electric Singapore Pte. Limited, Singapore	39.96	-	-	-	-	-	39.96	-
	Others	-	-	861.73	613.74	-	-	861.73	613.74
	Total	40.17	0.60	2,124.69	2,706.98	-	-	2,164.86	2,707.58
(2) SALE OF SERVICES									
	Schneider Electric France SAS, France	-	-	29.01	43.52	-	-	29.01	43.52
	Schneider Electric India Private Limited, India	-	-	44.91	68.85	-	-	44.91	68.85
	Schneider Electric Industries SAS, France	109.72	100.16	-	-	-	-	109.72	100.16
	Schneider Electric Singapore Pte. Limited, Singapore	55.87	22.68	-	-			55.87	22.68
	Others	-	-	113.57	113.55	-	-	113.57	113.55
	Total	165.59	122.84	187.49	225.92	-	-	353.08	348.76

S. No	Particulars	Related party where control Exists		Fellow subsidiaries		Key Management Personnel and other related parties		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
(3) PURCHASE OF GOODS									
	Schneider Electric Industries SAS, France	587.67	643.17			-	-	587.67	643.17
	Schneider Electric India Private Limited, India	-	-	492.46	1,007.05	-	-	492.46	1,007.05
	Schneider Electric Sachsenwerk GmbH, Germany	-	-	805.31	507.05	-	-	805.31	507.05
	Vamp OY, Finland	-	-	200.98	288.66	-	-	200.98	288.66
	Others	-	-	304.63	339.08	-	-	304.63	339.08
	Total	587.67	643.17	1,803.38	2,141.84	-	-	2,391.05	2,785.01
(4) PURCHASE OF SERVICES									
	Schneider Electric India Private Limited, India	-	-	52.49	119.56	-	-	52.49	119.56
	Schneider Electric Private Limited, India	-	-	166.49	146.02	-	-	166.49	146.02
	Schneider Electric Industries SAS, France	2.95	0.40			-	-	2.95	0.40
	Schneider Electric Espana SA, Spain	-	-	18.72	107.22	-	-	18.72	107.22
	Others	-	-	68.46	73.80	-	-	68.46	73.80
	Total	2.95	0.40	306.16	446.60	-	-	309.11	447.00
(5) REIMBURSEMENT BY THE COMPANY									
	Schneider Electric India Private Limited, India	-	-	127.36	131.76	-	-	127.36	131.76
	Schneider Electric Singapore Pte. Limited, Singapore	0.56	-	-	-			0.56	-
	Others	-	-	3.30	0.74	-	-	3.30	0.74
	Total	0.56	-	130.66	132.50	-	-	131.22	132.50
(6) REIMBURSEMENT TO THE COMPANY									
	Schneider Electric Industries SAS, France	71.88	68.88			-	-	71.88	68.88
	Schneider Electric Singapore Pte. Limited, Singapore	1.14	0.12					1.14	0.12
	Schneider Electric India Private Limited, India	-	-	49.38	21.62	-	-	49.38	21.62
	Others	-	-	36.09	36.42	-	-	36.09	36.42
	Total	73.02	69.00	85.47	58.04	-	-	158.49	127.04
7) MANAGERIAL REMUNERATION (refer note 1)									
	Late Mr. Bruno Bernard Dercle	-	-	-	-	26.03	26.50	26.03	26.50
	Mr. Mayank Holani	-	-	-	-	2.16	-	2.16	-
	Mr. Arnab Roy	-	-	-	-	13.67	21.22	13.67	21.22
	Mr. Piyush Pandey	-	-	-	-	8.78	6.20	8.78	6.20
	Mr. Vivek Sarwate	-	-	-	-	-	1.44	-	1.44
	Ms. Bhumika Sood	-	-	-	-	6.19	6.14	6.19	6.14
	Total	-	-	-	-	56.83	61.50	56.83	61.50
	Compensation to Key Managerial Personnel of the company Category								
	Short Term Employee Benefit	-	-	-	-	56.39	59.29	56.39	59.29
	Share Based Payment	-	-	-	-	0.44	2.21	0.44	2.21
	Total	-	-	-	-	56.83	61.50	56.83	61.50

S. No	Particulars	Related party where control Exists		Fellow subsidiaries		Key Management Personnel and other related parties		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
(8)	SITTING FEES TO DIRECTORS								
	Mr. Vinod Kumar Dhall	-	-	-	-	1.00	0.88	1.00	0.88
	Mr. Subramanian Vishar Vasudeven	-	-	-	-	0.88	0.84	0.88	0.84
	Mr. Ranjan Pant	-	-	-	-	0.96	0.72	0.96	0.72
	Ms. Namrata Kaul	-	-	-	-	0.68	0.08	0.68	0.08
	Ms. Geeta Mathur	-	-	-	-	-	0.16	-	0.16
	Total	-	-	-	-	3.52	2.68	3.52	2.68
9)	INTEREST EXPENSES								
	Schneider Electric IT Business India Private Limited, India	-	-	349.79	305.80	-	-	349.79	305.80
	Energy Grid Automation Transformers and Switchgears India Private Limited, India	29.67	27.44	-	-	-	-	29.67	27.44
	Total	29.67	27.44	349.79	305.80	-	-	379.46	333.24
(10)	GAIN ON MODIFICATION OF DEBT								
	Schneider Electric IT Business India Private Limited, India	33.74	-	-	-	-	-	33.74	-
	Total	33.74	-	-	-	-	-	33.74	-
(11)	TRADEMARK FEES								
	Schneider Electric Services International SPRL, Belgium	-	-	194.68	186.47	-	-	194.68	186.47
	Total	-	-	194.68	186.47	-	-	194.68	186.47
(12)	DATA MANAGEMENT CHARGES								
	Schneider Electric Industries SAS, France	163.17	133.09	-	-	-	-	163.17	133.09
	Schneider Electric Private Limited, India			24.55	32.32	-	-	24.55	32.32
	Total	163.17	133.09	24.55	32.32	-	-	187.72	165.41
(13)	MANAGEMENT SUPPORT CHARGES								
	Schneider Electric Industries SAS, France	58.77	58.28	-	-	-	-	58.77	58.28
	Total	58.77	58.28	-	-	-	-	58.77	58.28
(14)	SALE OF TANGIBLE ASSETS								
	Schneider Electric India Private Limited, India	-	50.52	-	-	-	-	-	50.52
	Total	-	50.52	-	-	-	-	-	50.52
(15)	PURCHASE OF TANGIBLE ASSETS								
	Schneider Electric Industries SAS, France	1.93	0.68					1.93	0.68
	Schneider Electric Egypt S.A.E, Egypt	12.45	-					12.45	-
	Others	2.22	1.80	-	-	-	-	2.22	1.80
	Total	16.60	2.48	-	-	-	-	16.60	2.48
(16)	SHORT TERM BORROWINGS TAKEN (NET)								
	Schneider Electric IT Business India Private Limited, India	-	-	417.02	558.45	-	-	417.02	558.45
	Total	-	-	417.02	558.45	-	-	417.02	558.45

(C) Balances Outstanding at the year end:

Particulars	Related party where control Exists		Fellow subsidiaries		Key Management Personnel and other related parties		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
LONG TERM BORROWINGS								
8% Cumulative redeemable preference shares of ₹ 10 each fully paid up :								
Energy Grid Automation Transformers and Switchgears India Private Limited, India	379.02	349.33			-	-	379.02	349.33
Schneider Electric IT Business India Private Limited, India	-	-	960.13	884.94	-	-	960.13	884.94
Inter Corporate Deposit :								
Schneider Electric IT Business India Private Limited, India	-	-	2,433.89	2,389.49	-	-	2,433.89	2,389.49
Total	379.02	349.33	3,394.02	3,274.43	-	-	3,773.04	3,623.76
SHORT TERM BORROWINGS								
Schneider Electric IT Business India Private Ltd, India	-	-	1,405.66	988.64	-	-	1,405.66	988.64
Total	-	-	1,405.66	988.64	-	-	1,405.66	988.64
TRADE PAYABLES								
Schneider Electric India Private Limited, India		-	258.73	654.92	-	-	258.73	654.92
Schneider Electric Industries SAS, France	543.08	686.70			-	-	543.08	686.70
Schneider Electric Singapore Pte. Limited, Singapore	0.57	12.95					0.57	12.95
Schneider Electric Services International SPRL		-	176.61	333.19	-	-	176.61	333.19
Others		-	478.40	726.32	-	-	478.40	726.32
Total	543.65	699.65	913.74	1,714.43	-	-	1,457.39	2,414.08
OTHER FINANCIAL LIABILITIES								
Schneider Electric IT Business India Private Ltd, India	-	-	27.68	38.41	-	-	27.68	38.41
Total	-	-	27.68	38.41	-	-	27.68	38.41
TRADE RECEIVABLES								
Schneider Electric India Private Limited, India {Provision for doubtful trade receivables amounting to ₹ 11.81 million (March 31, 2020 - ₹ 13.06 million)}	-	-	509.59	507.40	-	-	509.59	507.40
PT. Schneider Indonesia	-	-	103.47	1.45			103.47	1.45
Schneider Electric Singapore Pte. Limited, Singapore	35.87	22.68					35.87	22.68
Schneider Electric Industries SAS, France {Provision for doubtful trade receivables amounting to ₹ 0.48 million (March 31, 2020 - ₹ 0.48 million)}	63.87	17.98	-	-	-	-	63.87	17.98
Others {Provision for doubtful trade receivables amounting to ₹ 47.45 million (March 31, 2020 - ₹ 39.31 million)}	-	-	262.55	287.38	-	-	262.55	287.38
Total	99.74	40.66	875.61	796.23	-	-	975.35	836.89

Particulars	Related party where control Exists		Fellow subsidiaries		Key Management Personnel and other related parties		Total	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
OTHER FINANCIAL ASSET								
Schneider Electric France SAS	-	-	0.81	8.55	-	-	0.81	8.55
Schneider Electric Infrastructure Limited Emp Group Gratuity Assurance Scheme	-	-	-	35.93	-	-	-	35.93
Total	-	-	0.81	44.48	-	-	0.81	44.48

1. 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. Further it includes share based payments recognised under IND AS.
2. In addition to the above transactions, Schneider Electric Industries SAS, France (the ultimate holding company) has given letter of comfort to banks of the Company based on which banks have given unsecured loan facilities (at the prevailing interest rate) to the Company. This letter is not intended as a legal guarantee on the part of the ultimate holding company.

35 SEGMENT REPORTING

The Chief Operating Decision Maker "CODM" reviews the operations of the Company as a whole, i.e. single primary business segment viz. product and systems for electricity distribution, hence, there are no reportable segments as per Ind AS 108 "Operating Segments".

The secondary segment by geographical location is given below :

	(₹ in million)	
	Year ended March 31, 2021	Year ended March 31, 2020
A Segment Revenue		
Within India	11,543.93	12,451.96
Outside India	1,427.35	1,392.14
	12,971.28	13,844.10

B. Non-current operating assets

The Company has common non current operating assets for domestic as well as overseas market, hence separate figures for these assets are not required to be furnished.

36 FAIR VALUE MEASUREMENTS

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Financial instruments by category	Reference	Carrying Value		Fair Value	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Financial assets at amortised cost					
Trade receivables (non-current)	Note-5	34.49	46.30	34.49	46.30
Other financial assets (non-current)	Note-5	10.13	15.94	10.13	15.94
Trade receivables (current)	Note-8	4,263.86	4,210.96	4,263.86	4,210.96
Cash and cash equivalents (current)	Note-8	229.48	133.29	229.48	133.29
Other financial assets (current)	Note-8	28.22	109.92	28.22	109.92
		4,566.18	4,516.41	4,566.18	4,516.41
Financial liabilities at amortised cost					
Borrowings (non-current)	Note-11	3,773.04	3,623.76	3,773.04	3,623.76
Lease liabilities (non-current)	Note-32	38.90	103.09	38.90	103.09
Borrowings (current)	Note-14	1,609.18	1,154.92	1,609.18	1,154.92
Lease liabilities (current)	Note-32	23.42	16.11	23.42	16.11
Trade payables (current)	Note-14	4,277.09	4,457.43	4,277.09	4,457.43
Other financial liabilities (current)	Note-14	126.71	117.83	126.71	117.83
		9,848.34	9,473.14	9,848.34	9,473.14
Financial liabilities / assets at fair value through statement of profit and loss					
Other financial liabilities (current) - Derivatives liabilities	Note-14	9.11	-	9.11	-
Other financial assets (current) - Derivatives assets	Note-8	-	7.93	-	7.93

The management assessed that bank balances, trade receivables, trade payables, short term borrowings and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The fair values of the interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the Company's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2021 was assessed to be insignificant.
2. Long-term receivables/payables are evaluated by the Company based on parameters such as interest rates, risk factors, individual creditworthiness of the counterparty and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

Quantitative disclosures of fair value measurement hierarchy for assets as on March 31, 2021

(₹ in million)				
	Carrying Value as at March 31, 2021	Fair Value as at March 31, 2021		
		Level 1	Level 2	Level 3
		Level 1	Level 2	Level 3
Assets carried at amortised cost for which fair value are disclosed				
Trade receivables (non-current)	34.49	-	-	34.49
Other financial assets (non-current)	10.13	-	-	10.13
Trade receivables (current)	4,263.86	-	-	4,263.86
Cash and cash equivalents (current)	229.48	-	-	229.48
Other financial assets (current)	28.22	-	-	28.22
Liabilities carried at amortised cost for which fair value are disclosed				
Borrowings (non-current)	3,773.04	-	-	3,773.04
Lease liabilities (non-current)	38.90	-	-	38.90
Borrowings (current)	1,609.18	-	-	1,609.18
Lease liabilities (current)	23.42	-	-	23.42
Trade payables	4,277.09	-	-	4,277.09
Other financial liabilities (current)	126.71	-	-	126.71
Financial liabilities at fair value through statement of profit and loss				
Other financial liabilities (current) - Derivatives liabilities	(9.11)		(9.11)	

Quantitative disclosures of fair value measurement hierarchy for assets as on March 31, 2020

(₹ in million)

	Carrying Value as at March 31, 2020	Fair Value as at March 31, 2020		
		Level 1	Level 2	Level 3
Assets carried at amortised cost for which fair value are disclosed				
Trade receivables (non-current)	46.30	-	-	46.30
Other financial assets (non-current)	15.94	-	-	15.94
Trade receivables (current)	4,210.96	-	-	4,210.96
Cash and cash equivalents (current)	133.29	-	-	133.29
Other financial assets (current)	109.92	-	-	109.92
Liabilities carried at amortised cost for which fair value are disclosed				
Borrowings (non-current)	3,623.76	-	-	3,623.76
Lease liabilities (non-current)	103.09	-	-	103.09
Borrowings (current)	1,154.92	-	-	1,154.92
Lease liabilities (current)	16.11	-	-	16.11
Trade payables	4,457.43	-	-	4,457.43
Other financial liabilities (current)	117.83	-	-	117.83
Financial assets at fair value through statement of profit and loss				
Other financial assets (current) - Derivatives assets	7.93		7.93	

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and bank balances that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks and also ensure that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized as below:

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at March 31 2021. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2021.

(i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EUR and other exchange rates, with all other variables held constant. The impact on the Company profit before tax is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

a. Forward contracts outstanding

(₹ in million)

Purpose	Currency	As at March 31, 2021		As at March 31, 2020	
		Foreign Currency	Indian ₹	Foreign Currency	Indian ₹
Buy To hedge Import purchases	EUR	2.54	231.88	6.24	520.25

b. Particulars of unhedged foreign currency exposure

(₹ in million)

	Currency	As at March 31, 2021		Gain/ (loss) Impact on profit before tax and equity	
		Foreign Currency	Indian ₹	1% Increase	1% Decrease
Trade Receivables	USD	5.00	365.79	3.66	(3.66)
	EUR	1.27	108.54	1.09	(1.09)
	Others	0.02	1.94	0.02	(0.02)
Trade Payables	USD	8.01	585.46	(5.85)	5.85
	EUR	3.31	283.83	(2.84)	2.84
	Others	0.81	13.74	(0.14)	0.14
Balance in EEFC account	USD	2.30	168.15	1.68	(1.68)
	EUR	0.33	28.05	0.28	(0.28)

(₹ in million)

	Currency	As at March 31, 2020		Gain/ (loss) Impact on profit before tax and equity	
		Foreign Currency	Indian ₹	1% Increase	1% Decrease
Trade Receivables	USD	3.49	263.83	2.64	(2.64)
	EUR	1.16	95.93	0.96	(0.96)
	Others	0.14	9.45	0.09	(0.09)
Trade Payables	USD	11.18	846.22	(8.46)	8.46
	EUR	4.34	358.96	(3.59)	3.59
	Others	0.84	10.60	(0.11)	0.11
Balance in EEFC account	USD	1.25	94.83	0.95	(0.95)
	EUR	0.44	36.38	0.36	(0.36)

(ii) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at floating interest rates. The Company's borrowings outstanding as at March 31, 2021 comprise of fixed rate loans and accordingly, are not exposed to risk of fluctuation in market interest rate.

(iii) Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require 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. It therefore require a continuous supply of copper and Aluminium being the major input used in the manufacturing. Due to the significantly increased volatility of the price of the Copper and aluminium, the Company has entered into various purchase contracts for these material for which there is an active market. The Company maintain the level of these stock as per the requirement of business and market which are discussed by the management on regular basis. Company operates in the way that saving / impact due to change in commodity prices are pass on to the customer and therefore impact on profit due to change in price of commodity is unascertainable.

(b) Credit Risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer

credit risk management.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in the risk free bank deposits. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2021 and March 31, 2020 is the carrying amounts. Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the Company. The Company's maximum exposure relating to financial assets is noted in liquidity table below.

	(₹ in million)	
	As at March 31, 2021	As at March 31, 2020
Financial assets for which allowance is measured using 12 months Expected Credit Loss Method (ECL)		
Cash and cash equivalents	229.48	133.29
Others non-current financial assets	10.13	15.94
Others current financial assets	28.22	117.85
	267.83	267.08
Financial assets for which allowance is measured using Life time Expected Credit Loss Method (ECL)		
Trade Receivables	4,298.35	4,257.26
	4,298.35	4,257.26

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks.

The following table summarizes the change in loss allowance measured using the life time expected credit loss model:

	(₹ in million)	
	As at March 31, 2021	As at March 31, 2020
At the beginning of year	876.13	1,060.94
Impairment allowance created during the year	108.17	27.05
Bad debts written off during the year	(1.34)	(211.86)
At the end of year	982.96	876.13

(c) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company manages liquidity risk by maintaining adequate banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturity profile of financial liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

	(₹ in million)		
As at March 31, 2021	Less than 1 year	More than 1 year	Total
Borrowings	1,609.18	5,031.56	6,640.74
Trade payables	4,277.09	-	4,277.09
Other current financial liabilities	135.82	-	135.82
As at March 31, 2020	Less than 1 year	More than 1 year	Total
Borrowings	1,171.04	4,849.54	6,020.58
Trade payables	4,457.44	-	4,457.44

Other current financial liabilities	117.83	-	117.83
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38 CAPITAL MANAGEMENT

For the purposes of Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2021 and March 31, 2020.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt.

(₹ in million)		
Particulars	As at March 31, 2021	As at March 31, 2020
Long term borrowings	3,773.04	3,623.76
Lease liabilities (non-current)	38.90	103.09
Short term borrowings	1,609.18	1,154.92
Lease liabilities (current)	23.42	16.11
Cash and cash equivalents	(229.48)	(133.29)
Net Debt	5,215.06	4,764.59
Equity	35.46	14.07
Total Capital	35.46	14.07
Capital and net debt	5,250.52	4,778.66
Gearing ratio (Net Debt/Capital and Net Debt)	99.32%	99.71%

39 REVENUE FROM CONTRACTS WITH CUSTOMERS- IND AS 115

39.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ in million)		
	Year ended March 31, 2021	Year ended March 31, 2020
Type of goods		
Sale of products and systems for electricity distribution	12,945.86	13,809.31
Total revenue from contracts with customers	12,945.86	13,809.31
India	11,518.51	12,417.17
Outside India	1,427.35	1,392.14
Total revenue from contracts with customers	12,945.86	13,809.31
Timing of revenue recognition		
At a point in time	11,580.12	12,211.98
Over a period of time	1,365.74	1,597.33
Total revenue from contracts with customers	12,945.86	13,809.31

Set out below, is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

(₹ in million)		
	Year ended March 31, 2021	Year ended March 31, 2020
Revenue as per segment note 35	12,971.28	13,844.10
Less: Export incentives	25.42	34.79
Total revenue from contracts with customers	12,945.86	13,809.31

The Company operates in single business segment, hence, Inter segment eliminations are not relevant.

Set out below, is the reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Revenue as per contracted price	12,967.64	13,835.98
Adjustments		
Discount	(3.64)	(8.12)
Total revenue from contracts with customers	12,971.28	13,844.10

39.2 Contract balances

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Trade receivables (net)	4,298.35	4,257.26
Contract assets	345.07	80.48
Contract liabilities (advance from customers and advance billing)	560.22	623.13

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

Contract liabilities include advances received from customers and advance billings.

39.3 The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2021 are, as follows:

(₹ in million)

	Year ended March 31, 2021	Year ended March 31, 2020
Advances from customers and advance billings	560.22	623.13

Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.

39.4 Performance obligation:

Information about the Company's performance obligations are summarised below:

Sale of goods

The performance obligation is satisfied upon delivery of the goods.

Services

The Performance obligation is satisfied at point of time upon completion of service and pro-rata over the period of contract as and when service is rendered.

Long term Contract

The performance obligation is satisfied over a period of time. The Company uses cost based input method for measuring progress for performance obligation satisfied over time.

40 The global pandemic outbreak had impacted the Company's business in early part of the financial year 2020-2021. However, the Company has been able to recover the business during the course of the year. Basis the assessments and valuations of current assets as on the date of reporting, the Company does not anticipate any material impact emanating from the non-recoverability of the carrying values of those assets. The management has also estimated future cash flows for the Company and believes that there is no impact on its ability to continue as going concern and meeting its liabilities as and when they fall due. However, considering the unpredictability of the pandemic and inherent uncertainty on the potential future impact of the COVID 19 pandemic, the Company's financial statements may differ from that estimated as on the date of approval of these financial statements.

- 41 As per the Transfer Pricing Rules of the Income Tax Act, 1961 every company is required to get a transfer pricing study conducted to determine whether the transactions with associated enterprises were undertaken at an arm's length basis for each financial year end. Transfer pricing study for the transaction pertaining to the year ended March 31, 2021 is currently in progress and hence adjustments if any which may arise there from have not been taken into account in these financial statements for the year ended March 31, 2021 and will be effective in the financial statements for the year ended March 31, 2022. However, in the opinion of the Company's management, adjustments, if any, are not expected to be material.
- 42 As at the end of year, the Company has total accumulated losses aggregating to ₹ 3,565.71 million which has resulted in substantial erosion of Company's net worth. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the management has evaluated availability of sufficient funding to meet Company's obligations and for such evaluation, the management has considered various factors which include estimated future cash flows, availability of working capital facilities sanctioned by the banks and borrowings sourced from group companies. Basis such evaluation, the management is confident that the Company will be able to realise its assets and discharge its liabilities in the normal course of business. Therefore, these financial statements have been prepared based on going concern assumption.
- 43 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received the Presidential assent in September 2020. The Ministry of Labour and Employment had released draft rules for the Code on November 13, 2020 and had invited suggestions from stakeholders. However, the date from which the Code will become effective is yet to be notified. The Company will evaluate and record appropriate impact in the period in which the Code becomes effective and related rules are published.
- 44 The figures have been rounded off to the nearest million of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than ₹ 10,000/-.
- 45 The comparative figures have been regrouped/ rearranged wherever considered necessary to make them comparable with current year numbers.

As per our report of even date attached

For S.N.Dhawan & Co LLP
Chartered Accountants
Firm Registration No.: 000050N/N500045
Per Pankaj Walia
Partner
Membership No : 509590
Place: Gurugram
Date: June 23, 2021

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

Sanjay Sudhakaran
Managing Director
DIN : 00212610

Anil Chaudhry
Director
DIN: 03213517

Mayank Holani
Chief Financial Officer
PAN : ABDPH1416K

Bhumika Sood
Company Secretary
ACS: 19326

Place: Gurugram
Date: June 23, 2021

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