January 2, 2013

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051 Symbol : SCHNEIDER

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI 400 001 Scrip Code : 534139

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
KOLKATA 700 001 Scrip Code : 10030003

Dear Sir,

Sub : **Reasoned recommendations of the Committee of Independent Directors of Schneider Electric Infrastructure Limited (the "Company") with respect to the open offer made by Schneider Electric Singapore Pte Ltd ("Acquirer") and Schneider Electric South East Asia (HQ) Pte Ltd, Schneider Electric Services International and Energy Grid Automation Transformers and Switchgears India Limited (collectively hereinafter referred to as the "PACs")**

This is in reference to the Open Offer made by the Acquirer and the PACs to the public shareholders of the Company, to acquire 26% of the equity shares of the Company. The Board of Directors of the Company, upon receipt of the detailed public statement and the draft Letter of Offer, had constituted a Committee of Independent Directors to provide reasoned recommendations on the aforesaid Open Offer in terms of Regulation 26(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The said Committee had met on 29th November 2012 and had provided its recommendations to the shareholders in the format prescribed by the Securities and Exchange Board of India and the recommendations have been published in the newspapers, in which the detailed public statement had been published on Jan 2, 2013. A copy of the recommendations is being enclosed herewith in terms of Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours faithfully,
For Schneider Electric Infrastructure Limited,

(C.S. Ashok Kumar)
Company Secretary

Encl : As stated.