Public Announcement under Regulations 3(1), 4, 5(1) and 5(2) read with Regulations 13(2)(f) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open offer ("Offer") for acquisition of up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) fully paid-up equity shares of face value of Rs. 2 (Rupees two) each from the public shareholders of Schneider Electric Infrastructure Limited ("Target Company") 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, in their capacity as persons acting in concert with the Acquirer (collectively the "PACs")

1. <u>Offer Details</u>

1.1 **Offer Size**: Up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) fully paid-up equity shares of face value of Rs. 2 (Rupees two) each of the Target Company (each an "**Equity Share**"), representing 26% (twenty six percent) of the fully diluted voting equity share capital of the Target Company ("**Voting Share Capital**"), as of the 10^{th} (tenth) working day from the closure of the tendering period.

1.2 **Price / consideration**: Rs. 83.10 per Equity Share ("**Offer Price**").

1.3 **Mode of payment (cash / security)**: The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").

1.4 **Type of offer (Triggered offer, voluntary offer/competing offer, etc.)**: The Offer is a mandatory offer in compliance with Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations.

2. **<u>Transaction which has triggered the Offer obligations (Underlying Transaction)</u>**

Details of underlying transaction						
Type of Transaction (direct/ indirect)	**Mode of Transaction (Agreement/ Allotment/ market purchase)**	**Shares/Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares/Voting rights acquired (Rs.)**	**Mode of payment (Cash/ securities)**	**Regulation which has triggered**
		Number	**% vis a vis total equity / voting capital**			
Indirect acquisition, which will be regarded as a deemed direct acquisition under Regulation 5(2) of the SEBI (SAST) Regulations.	Share purchase agreement dated September 17, 2012 between ALSTOM Grid Finance B.V. and the Acquirer ("**Share Purchase Agreement**") for acquisition of the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing 99.99%; and the beneficial interest in six equity shares of face value of Rs. 2 each, representing 0.01%, of the issued	■ Legal and beneficial interest of 5,90,04,99,994 equity shares of Rs. 2 each of Energy Grid, which in turn holds 17,54,92,524 Equity Shares. ■ Beneficial interest of six equity shares of Rs. 2 each of Energy Grid, which in turn holds 17,54,92,524 Equity Shares.	Legal and beneficial interest in 99.99%; and beneficial interest in 0.01%, of the issued and paid-up share capital of Energy Grid, which in turn holds 73.40% of the Voting Share Capital.	Euro 17,75,60,244 (i.e. Rs.12,66,74,14,182).	The total consideration of Euro 17,75,60,244 (i.e. Rs. 12,66,74,14,182) payable by the Acquirer to ALSTOM Grid Finance B.V. under the Share Purchase Agreement is proposed to be set-off against the receivables	Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations.

Details of underlying transaction						
Type of Transaction (direct/ indirect)	**Mode of Transaction (Agreement/ Allotment/ market purchase)**	**Shares/Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares/Voting rights acquired (Rs.)**	**Mode of payment (Cash/ securities)**	**Regulation which has triggered**
		Number	**% vis a vis total equity / voting capital**			
	and paid-up share capital of Energy Grid Automation Transformers and Switchgears India Limited ("**Energy Grid**") by the Acquirer from ALSTOM Grid Finance B.V.				held by the affiliates of the Acquirer against ALSTOM Grid Finance B.V. and its affiliates.	

3. **Acquirer / PACs**

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
Name of Acquirer(s)/ PACs	Schneider Electric Singapore Pte Ltd	Schneider Electric South East Asia (HQ) Pte Ltd ("**SESEA**")	Schneider Electric Services International ("**SESI**")	Energy Grid Automation Transformers and Switchgears India Limited	4

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
Address	10 Ang Mo Kio Street 65, #01-01/03 TechPoint, Singapore 569059	10 Ang Mo Kio Street 65, #01-01/03, TechPoint, Singapore 569059	Place du Champ de Mars, 5, Tour Bastion, B-1050 Brussels, Belgium	9th Floor, DLF Building No. 10, Tower C, DLF Cyber City, Phase II, Gurgaon 122002, Haryana, India	-
Name(s) of persons in control/promoters of acquirers/PACs where Acquirers/PAC are companies	SESEA	Schneider Electric Industries SAS ("**SEI**")	SEI	ALSTOM Grid Finance B.V.	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	Acquirer belongs to the Schneider group.	SESEA belongs to the Schneider group.	SESI belong to the Schneider group.	As of the date of this public announcement, Energy Grid is a part of the ALSTOM and Schneider groups. However, upon completion of the underlying transaction, Energy Grid will be a part of only the Schneider group.	-
Pre Transaction shareholding • Number • % of total share capital	Nil	Nil	SESI holds 54 equity shares of face value of Euro 5,55,655.55 (i.e. Rs. 3,96,41,300.42) each, representing 30% of the issued and paid-up share	Energy Grid holds 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.	SESI holds 54 equity shares of face value of Euro 5,55,655.55 (i.e. Rs. 3,96,41,300.42) each, representing 30% of the issued and paid-up share

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
			capital of ALSTOM Grid Finance B.V. and the balance 126 equity shares of face value of Euro 5,55,655.55 (i.e. Rs. 3,96,41,300.42) each, representing 70% of the issued and paid-up share capital of ALSTOM Grid Finance B.V. is held by ALSTOM Holdings. ALSTOM Grid Finance B.V. in turn holds the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing 99.99%; and the beneficial interest in six equity shares of face value of Rs. 2 each, representing 0.01%, of the		capital of ALSTOM Grid Finance B.V. and the balance 126 equity shares of face value of Euro 5,55,655.55 (i.e. Rs. 3,96,41,300.42) each, representing 70% of the issued and paid-up share capital of ALSTOM Grid Finance B.V. is held by ALSTOM Holdings. ALSTOM Grid Finance B.V. holds the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing 99.99%; and the beneficial interest in six equity shares of face value of Rs. 2 each, representing 0.01%, of the issued and paid-up

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
			issued and paid-up share capital of Energy Grid, which in turn holds 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.		share capital of Energy Grid, which in turn holds 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.
Proposed shareholding after the acquisition of shares which triggered the Offer (not taking into account the Equity Shares validly accepted in the Offer, if any)	After acquisition of shares which triggered the Offer, the Acquirer will hold the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing 99.99%; and the beneficial interest in six equity shares of face value of Rs. 2 each representing 0.01%, of the issued and paid-up share capital of Energy Grid, which in turn will continue to hold 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.	After acquisition of shares which triggered the Offer, SESEA will continue to hold 15,37,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58), representing 100% of the issued and paid-up share capital of the Acquirer. The Acquirer will hold the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing 99.99%; and the	Nil	After acquisition of shares which triggered the Offer, Energy Grid will continue to hold 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.	After acquisition of shares which triggered the Offer, SESEA will continue to hold 15,37,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58), representing 100% of the issued and paid-up share capital of the Acquirer. The Acquirer will hold the legal and beneficial interest in 5,90,04,99,994 equity shares of face value of Rs. 2 each, representing

Details	Acquirer	PAC 1	PAC 2	PAC 3	Total
		beneficial interest in six equity shares of face value of Rs. 2 each, representing 0.01%, of the issued and paid-up share capital of Energy Grid, which in turn will continue to hold 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.			99.99%; and the beneficial interest in six equity shares of face value of Rs. 2 each, representing 0.01%, of the issued and paid-up share capital of Energy Grid, which in turn will continue to hold 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital.
Any other interest in the Target Company*	None	None	None	Mr. Alexandre Henri Tagger, Mr. Olivier Pascal Marius Blum and Mr. Anil Chaudhry are directors on the board of directors of Energy Grid and the Target Company.	-

* *The Schneider group has nominated Mr. Alexandre Henri Tagger, Mr. Olivier Pascal Marius Blum, Mr. Anil Chaudhry and Mr. Prakash Kumar Chandraker on the board of directors of the Target Company. Mr. Alexandre Henri Tagger is also the Chief Financial Officer of the Target Company. Mr. Sandeep Seloth (a director on the board of directors of Energy Grid) holds 1 (one) Equity Share, as a nominee of Energy Grid.*

4. **<u>Details of selling shareholders, if applicable</u>:** Not applicable, as the Offer is being made as a result of an indirect acquisition of voting rights in and control over the Target Company by the Acquirer and not as a result of any direct acquisition of Equity Shares, voting rights in or control over the Target Company.

5. **<u>Target Company</u>**

- **Name**: Schneider Electric Infrastructure Limited, a public limited company and having its registered office at Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara-391510, Gujarat, India.
- **Exchanges where listed**: BSE Limited (Scrip Code: 534139), National Stock Exchange of India Limited (Symbol: SCHNEIDER, ISIN: INE839M01018) and The Calcutta Stock Exchange Limited (Scrip Code: 10030003).

6. **<u>Other details</u>**

6.1 The detailed public statement pursuant to this public announcement, including the reasons and background to the Offer, detailed information on the Offer Price, details of the Share Purchase Agreement for the underlying transaction including the conditions precedent thereunder, detailed information on the Acquirer, the PACs and the Target Company and statutory approvals, if any, for the Offer, shall be published on or before September 25, 2012 as per the SEBI (SAST) Regulations.

6.2 The Acquirer and the PACs undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purposes of the Offer.

6.3 This public announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.4 In this public announcement, all references to "Rs." are references to the Indian Rupee. At some places "Euro" and "SGD" have been used, which represent the currency of the European Union and the Republic of Singapore, respectively. All the data presented in Euro and SGD in this public announcement has been converted into Rs. for purpose of convenience translation. The conversion has been assumed at the following rate as on September 14, 2012:

1 Euro = Rs. 71.34 (Source: Reserve Bank of India - http://www.rbi.org.in).
1 SGD = Rs. 44.58 (Source: Bloomberg - www.bloomberg.com).

Issued by the Manager to the Offer:

BofA Merrill Lynch

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Tel: +91 (22) 6632 8000, Fax: +91 (22) 2204 8518
Contact Person: Sumit Agarwal
Email: dg.seil_openoffer@baml.com

For and on behalf of:

Schneider Electric Singapore Pte Ltd as the Acquirer and Schneider Electric South East Asia (HQ) Pte Ltd, Schneider Electric Services International and Energy Grid Automation Transformers and Switchgears India Limited, as the PACs

Place: Mumbai **Date: September 17, 2012**