DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of Schneider Electric Infrastructure Limited. If you require any clarifications about the action to be taken, you may consult your stock broker, investment consultant, the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in Schneider Electric Infrastructure Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and transfer deed to the member of stock exchange through whom the said sale was effected.

Open Offer ("Offer")

BY

Schneider Electric Singapore Pte Ltd ("**Acquirer**"), having its registered office at 10 Ang Mo Kio Street 65, #01-01/03 TechPoint, Singapore 569059; Tel.: +65 6482 3323; Fax: +65 6481 6312

along with the following persons acting in concert ("PACs")

Schneider Electric Services International ("**SESI**"), having its registered office at Place du Champs de Mars 5, Tour Bastion, B-1050 Brussels, Belgium; Tel.: +32 0 221 33 111; Fax: +32 0 221 33 142

AND

Schneider Electric South East Asia (HQ) Pte Ltd ("**SESEA**"), having its registered office at 10 Ang Mo Kio Street 65, #01-01/03, TechPoint, Singapore 569059; Tel.: +65 6482 3323; Fax: +65 6481 6312

AND

Energy Grid Automation Transformers and Switchgears India Limited ("**Energy Grid**"), having its registered office at 9th Floor, DLF Building No. 10, Tower C, DLF Cyber City, Phase II, Gurgaon 122002, Haryana, India; Tel.: +91 9717791590; Fax: +91 120 3898700

TO ACQUIRE

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 (each an "**Equity Share**"), representing 26% (twenty six percent) of the fully diluted voting equity share capital ("**Voting Share Capital**"), as of the 10th (tenth) Working Day (as defined below) from the Closure of the Tendering Period (as defined below)

OF

Schneider Electric Infrastructure Limited ("**Target Company**"), having its registered office at Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara 391510, Gujarat, India; Tel.: + 91 2668 662000; Fax: +91 120 3898700

at a price of Rs. 83.10 (Rupees eighty three and ten paise) per Equity Share ("Offer Price") payable in cash

pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**")

Note:

1. This Offer is being made by the Acquirer and the PACs pursuant to Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and/or the PACs to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PACs at a later date, this Offer will be subject to such approvals. Non-resident Indian ("**NRI**") and overseas corporate body ("**OCB**") holders of the Equity Shares, must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the Reserve Bank of India ("**RBI**"), since the Equity Shares validly accepted in this Offer may be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement (as defined below) and other documents required to accept this Offer.
4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
5. If there is any upward revision in the Offer Price or the number of Equity Shares sought to be acquired in this Offer, up to 3 (three) Working Days prior to the commencement of the Tendering Period, i.e. up to Thursday, November 8, 2012, the same will be informed by way of a public announcement in the same newspapers where the detailed public statement in relation to this Offer ("**DPS**") appeared. Such revision in the Offer Price would be payable for all the Equity Shares validly tendered anytime during the Tendering Period.
6. **There has been no competing offer as of the date of this Letter of Offer.**
7. A copy of the public announcement in relation to this Offer ("**PA**"), the DPS and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgment) are also available on SEBI website: www.sebi.gov.in.

Manager to the Offer	Registrar to the Offer
BofA Merrill Lynch **DSP Merrill Lynch Limited** Address: Mafatlal Centre, 8th Floor, Nariman Point, Mumbai – 400021 Maharashtra, India, Tel: +91 22 6632 8000 Fax: +91 22 2204 8518, Email: dg.seil_openoffer@baml.com Contact Person: Sumit Agarwal	**Bigshare Services Pvt. Ltd.** Address: E2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East Mumbai – 400 072, India, Tel: +91 22 4043 0200 Fax: +91 22 2847 5207, Email: openoffer@bigshareonline.com Contact Person: Babu Raphael

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER

Activity	**Day and Date**
Issue of PA	Monday, September 17, 2012
Publication of the DPS in newspapers	Tuesday, September 25, 2012
Last date for a competing offer	Wednesday, October 17, 2012
Identified Date*	Tuesday, October 30, 2012
Last date by which the Letter of Offer will be dispatched to the Shareholders	Tuesday, November 6, 2012
Last date by which the committee of independent directors constituted by Board of Directors of the Target Company shall give its recommendation on this Offer	Friday, November 9, 2012
Offer opening public announcement date	Monday, November 12, 2012
Commencement of the Tendering Period	Thursday, November 15, 2012
Closure of the Tendering Period	Thursday, November 29, 2012
Last date of payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer	Thursday, December 13, 2012
Issue of post offer advertisement and last date for filing of final report with SEBI	Thursday, December 20, 2012

** Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent.*

RISK FACTORS

The risk factors set forth below pertain to the underlying transaction, this Offer and association with the Acquirer and the PACs and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a Shareholder in this Offer, but are merely indicative. Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for analyzing all the risks with respect to their participation in this Offer.

A. Risk relating to the underlying transaction

1. In accordance with the terms and conditions of the Share Purchase Agreement (as defined below), the transaction under the Share Purchase Agreement will be completed upon the fulfillment of the conditions precedent set out therein (details of which are set out in paragraph 2.1.5 below). In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if such conditions precedent are not fulfilled for reasons beyond the reasonable control of the Acquirer and/or the PACs and the Share Purchase Agreement is rescinded, the Acquirer and the PACs shall have the right to withdraw this Offer. Delay in fulfillment of such conditions may result in delay in payment of consideration to the Shareholders, whose Equity Shares are validly accepted in this Offer.

2. The underlying transaction is subject to completion risks as would be applicable to similar transactions.

B. Risks relating to this Offer

1. To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and/or the PACs to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PACs at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PACs shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and the PACs agreeing to pay interest to the Shareholders for delay beyond 10 (ten) Working Days, at such rate as may be specified by SEBI. Furthermore, in case of delay in receipt of any such statutory approvals, this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer, as well as the return of Equity Shares not validly accepted in this Offer, may be delayed. Where the statutory approvals extend to some but not all the Shareholders, the Acquirer and the PACs will have the option to make payment of the consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer. The Acquirer and the PACs, will have the right not to proceed with this Offer in the event any statutory approval, as may be required, is refused.

2. NRI and OCB holders of the Equity Shares, must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI, since the Equity Shares validly accepted in this Offer may be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer.

3. In the event that either: (a) there is any litigation leading to a stay on this Offer; or (b) SEBI instructing the Acquirer and the PACs not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not validly accepted in this Offer, may be delayed.

4. The Shareholders who have lodged their acceptance to this Offer are not entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.

5. The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account (as defined below), along with the documents submitted by the Shareholders, on behalf of the Shareholders who have tendered their Equity Shares, till the completion of the formalities of this Offer, and the Shareholders will not be able to trade in such Equity Shares, even if the acceptance of the Equity Shares in this Offer and dispatch of payment consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares.

6. This Offer is an offer to acquire up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital, as of the 10th (tenth) Working Day from the Closure of the Tendering Period ("**Offer Size**"). In the case of over-subscription of this Offer, acceptance will be determined on a proportionate basis (as detailed in paragraph 7.16 below) and hence, there is no certainty that all the Equity Shares tendered by the Shareholders in this Offer will be accepted.

7. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PACs or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

8. The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, the PACs and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

9. The Acquirer, the PACs and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the PACs (excluding all information pertaining to the Target Company, which has been obtained from publicly available sources, except for the information relating to listing and trading of the Equity Shares on The Calcutta Stock Exchange Limited ("**CSE**"), which has been obtained from the Target Company). Any person placing reliance on any other source of information will be doing so at its own risk.

10. This Offer is subject to completion risks as would be applicable to similar transactions.

C. Risks relating to the Acquirer and the PACs

1. The Acquirer and the PACs make no assurances with respect to their investment/divestment decisions relating to their shareholding in the Target Company.

2. The Acquirer and the PACs make no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.

3. The Acquirer and the PACs make no assurances with respect to the market price of the Equity Shares before, during or after this Offer and expressly disclaim their responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in this Offer.

D. CURRENCY OF PRESENTATION

1. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

2. In this Letter of Offer, all references to "Rs." / "Rupees" are references to the Indian Rupees. At some places "Eur"/"Euro" and "SGD" have been used, which represent the currency of the European Union and the Republic of Singapore, respectively.

3. All the data presented in Eur/Euro and SGD in this Letter of Offer have been converted into Rs. for purpose of convenience translation. The conversion has been assumed at the following rate as on September 14, 2012 (i.e. 1 (one) Working Day prior to the date of the PA) (unless otherwise stated in this Letter of Offer):

   1 Euro = Rs. 71.3415 (*Source: Reserve Bank of India - http://www.rbi.org.in*).
   1 SGD = Rs. 44.5782 (*Source: Bloomberg - www.bloomberg.com*).

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DEFINITIONS

Term	Definition
Acquirer	Schneider Electric Singapore Pte Ltd, having its registered office at 10 Ang Mo Kio Street 65, #01-01/03 TechPoint, Singapore 569059.
Board of Directors	Board of directors of the Target Company.
BSE	BSE Limited.
CDSL	Central Depository Services (India) Limited.
Certificate for Deduction of Tax at Lower Rate	Certificate issued by the income tax authority for deduction of tax at a lower rate.
Closure of the Tendering Period	November 29, 2012.
Consortium Agreement	Consortium agreement dated November 9, 2009 entered into between ALSTOM Holdings and SEI (as amended from time to time and supplemented by a letter agreement dated January 24, 2012 and the complementary consortium agreement dated March 19, 2012 entered into amongst ALSTOM Holdings, SEI and SESI).
CSE	The Calcutta Stock Exchange Limited.
Depository Escrow Account	The depository account opened by the Registrar to the Offer with DSP Merrill Lynch Limited. The DP ID is IN302638 and the beneficiary client ID is 10065381.
Depositories	CDSL and NSDL.
DP	Depository Participant.
DPS	Detailed public statement dated September 24, 2012, issued by the Manager to the Offer, on behalf of the Acquirer and the PACs, in relation to this Offer and published in the newspapers on September 25, 2012.
DTAA	Double Taxation Avoidance Agreement.
Energy Grid	Energy Grid Automation Transformers and Switchgears India Limited, having its registered office at 9th Floor, DLF Building No. 10, Tower C, DLF Cyber City, Phase II, Gurgaon 122002, Haryana, India.
Equity Shares	Fully paid-up equity shares of the Target Company, having a face value of Rs. 2 (Rupees two) each.
Escrow Bank	Bank of America N.A., a national banking association organized and existing under the laws of the United States of America and acting through its Mumbai branch located at Express Towers, Nariman Point, Mumbai for the purposes of this Offer.
Eur	Euro.
FEMA	Foreign Exchange Management Act, 1999 and subsequent amendments thereto.
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the

Term	Definition
	Income Tax Act.
FIPB	Foreign Investment Promotion Board.
Form of Acceptance-cum-Acknowledgement	The form of acceptance-cum-acknowledgement, which is a part of this Letter of Offer.
GAAP	Generally Accepted Accounting Principles.
Guarantee	An unconditional, irrevocable and on demand bank guarantee issued in favour of the Manager to the Offer by the Escrow Bank dated September 18, 2012.
Identified Date	October 30, 2012, i.e. the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom this Letter of Offer shall be sent.
Income Tax Act	Income-tax Act, 1961 and subsequent amendments thereto.
Indian GAAP	GAAP, as applicable to Indian companies.
Letter of Offer	This draft letter of offer dated October 1, 2012 including the Form of Acceptance-cum-Acknowledgement.
Manager to the Offer	DSP Merrill Lynch Limited, having its registered office at Mafatlal Center, 8th Floor, Nariman Point, Mumbai 400 021, Maharashtra, India.
Maximum Consideration	Total funding requirement for this Offer assuming full acceptance of this Offer of Rs. 5,16,60,81,855 (Rupees five hundred and sixteen crores, sixty lakhs, eighty one thousand and eight hundred and fifty five).
NEFT	National Electronic Funds Transfer.
NRI	Non Resident Indian, as defined under Foreign Exchange Management (Deposit) Regulations, 2000.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Body, as defined under Foreign Exchange Management (Deposit) Regulations, 2000.
Offer	This open offer, which is being made by the Acquirer and the PACs to the Shareholders, for acquiring up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital, as of the 10th (tenth) Working Day from the Closure of the Tendering Period.
Offer Escrow Account	Escrow account no. 72871018 opened by the Acquirer in relation to this Offer with the Escrow Bank.
Offer Escrow Agreement	The escrow agreement dated September 18, 2012 entered into amongst the Acquirer, the Manager to the Offer and the Escrow Bank.
Offer Period	The period between the date of entering into the Share Purchase Agreement and the date on which the payment of consideration to the Shareholders whose Equity Shares are valdidly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	Price of Rs. 83.10 (Rupees eighty three and ten paise) per Equity Share.
Offer Size	Up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital, as of the 10th (tenth) Working Day from the Closure of the Tendering Period.
Overseas Tax	Tax payable under the tax laws applicable in overseas jurisdictions.
PA	Public announcement dated September 17, 2012, issued by the Manager to the Offer on behalf of the Acquirer and the PACs, in relation to this Offer and filed with the Stock Exchanges on September 17, 2012.
PACs	Persons acting in concert with the Acquirer for this Offer, i.e. SESI, SESEA and Energy Grid.

Term	Definition
PAN	Permanent Account Number.
Primary Acquisition	The acquisition of legal and beneficial interest of 5,90,04,99,994 (five hundred and ninety crores, four lakhs, ninety nine thousand and nine hundred and ninety four) equity shares of face value of Rs. 2 (Rupees two) each, representing 99.99% (ninety nine point nine-nine percent) of the issued and paid-up share capital of Energy Grid and the beneficial interest of six equity shares of face value of Rs. 2 (Rupees two) each, representing 0.01% (zero point zero-one percent), of the issued and paid-up share capital of Energy Grid, by the Acquirer from ALSTOM Grid Finance B.V., in accordance with the terms and conditions of the Share Purchase Agreement.
RBI	Reserve Bank of India.
Registrar to the Offer	Bigshare Services Pvt. Ltd., having its registered office at E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400 072, Maharashtra, India.
RTGS	Real Time Gross Settlement.
SCRR	Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto.
SEBI	Securities and Exchange Board of India.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
Rs. / Rupees	Indian Rupees.
SEI	Schneider Electric Industries SAS, having its registered office at 35, rue Joseph Monier, 92500 Rueil - Malmaison, France.
SESI	Schneider Electric Services International, having its registered office at Place du Champs de Mars 5, Tour Bastion, B-1050 Brussels, Belgium.
SESEA	Schneider Electric South East Asia (HQ) Pte Ltd, having its registered office at 10 Ang Mo Kio Street 65, #01-01/03, TechPoint, Singapore 569059.
SGD	Singapore Dollar.
Share Purchase Agreement	Share purchase agreement dated September 17, 2012 entered into by the Acquirer and ALSTOM Grid Finance B.V. for the Primary Acquisition.
Shareholders	Public shareholders of the Target Company holding the Equity Shares.
Stock Exchanges	BSE, NSE and CSE.
Target Company	Schneider Electric Infrastructure Limited, having its registered office at Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara 391510, Gujarat, India.
Tax Clearance Certificate	Certificate to be furnished by the NRIs/OCBs/FIIs and other non-resident Shareholders indicating the amount to be deducted by the Acquirer under the Income Tax Act, before remitting the payment consideration.
Tax Residency Certificate	Certificate to be furnished by any Shareholder claiming benefit under any DTAA.
Tendering Period	Period commencing from November 15, 2012 and closing on November 29, 2012 (both days inclusive).
Voting Share Capital	Fully diluted voting equity share capital of the Target Company.
Working Day	A working day of SEBI.

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PACS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PACS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND THE PACS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER "DSP MERRILL LYNCH LIMITED" HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 1, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND THE PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THIS OFFER

2.1 Background to this Offer

2.1.1 This Offer is a mandatory open offer in compliance with Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations and is being made as a result of an indirect acquisition of voting rights in and control by the Acquirer over the Target Company.

2.1.2 ALSTOM Holdings and SEI entered into a consortium agreement dated November 9, 2009 (as amended from time to time and supplemented by a letter agreement dated January 24, 2012 and a complementary consortium agreement dated March 19, 2012 entered into amongst ALSTOM Holdings, SEI and SESI (which is a subsidiary of SEI)) ("**Consortium Agreement**"), for the acquisition of the global transmission and distribution businesses of AREVA SA. The transmission and distribution businesses in India are currently undertaken by ALSTOM T&D India Limited (a company incorporated under the laws of India, having its registered office at A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi 110020, India and whose equity shares are listed on the Stock Exchanges) and the Target Company, respectively. The said entities are jointly controlled by the ALSTOM and Schneider group of companies in keeping with the principles of management contained in the Consortium Agreement. The Consortium Agreement provides for the agreement between the parties to eventually separate the transmission and distribution businesses such that the ALSTOM group shall solely control the transmission business and the Schneider group shall solely control the distribution business (which is undertaken *inter alia* by the Target Company).

2.1.3 In order to implement the separation of the transmission and distribution businesses in India as contemplated in the Consortium Agreement, ALSTOM Grid Finance B.V. (which is jointly controlled by ALSTOM Holdings and SEI in accordance with the principles set out in the Consortium Agreement) and the Acquirer have entered into a share purchase agreement on September 17, 2012 ("**Share Purchase Agreement**"), whereby ALSTOM Grid Finance B.V. has agreed to transfer its legal and beneficial interest in 5,90,04,99,994 (five hundred and ninety crores, four lakhs, ninety nine thousand and nine hundred and ninety four) equity shares of face value of Rs. 2 (Rupees two) each, representing 99.99% (ninety nine point nine-nine percent); and the beneficial interest in six equity shares of face value of Rs. 2 (Rupees two) each, representing 0.01% (zero point zero-one percent), of the issued and paid-up share capital of Energy Grid (which in turn holds 17,54,92,524 (seventeen crores, fifty four lakhs, ninety two thousand and five hundred and twenty four) Equity Shares, representing 73.40% (seventy three point four percent) of the Voting Share Capital) to the Acquirer for a sum of Euro 17,75,60,244 (Euro seventeen crores, seventy five lakhs, sixty thousand and two hundred and forty four) (i.e. Rs. 12,66,74,14,182), determined on the basis of the valuation report dated September 15, 2012 of Bansi S. Mehta & Co., Chartered Accountants (for purposes of determining the said purchase price, the parties have mutually agreed to take into account Rs. 73.35 (Rupees seventy three and thirty five paise) as the per share value of the Equity Share, based on the said valuation report) ("**Primary Acquisition**"). Since the Primary Acquisition will result in an indirect acquisition of voting rights in and control by the Acquirer over the Target Company for the purposes of the SEBI (SAST) Regulations, the Acquirer is required to make this Offer to the Shareholders in accordance with the SEBI (SAST) Regulations.

After completion of the Primary Acquisition in accordance with the terms of the Share Purchase Agreement, the Acquirer will be in a position to exercise voting rights held by Energy Grid in the Target Company and exercise sole control over the Target Company.

2.1.4 Simultaneously, in order to implement the separation of the transmission and distribution businesses in India as contemplated in the Consortium Agreement, ALSTOM Holdings and SESI have entered into a share purchase agreement on September 17, 2012, whereby SESI has agreed to transfer 54 (fifty four) equity shares of face value of Euro 5,55,655.55 (Euro five lakhs, fifty five thousand and six hundred and fifty five and fifty five cents) (i.e. Rs. 3,96,41,300.42) each, representing 30% (thirty percent) of the issued and paid-up share capital of ALSTOM Grid Finance B.V. to ALSTOM Holdings for a sum of Euro 1,49,31,272.16 (Euro one crore, forty nine lakhs, thirty one thousand and two hundred and seventy two and sixteen cents) (i.e. Rs. 1,06,52,19,352.80) (for purposes of determining the said purchase price, the parties have mutually agreed to take into account Rs. 175.81 (Rupees one hundred and seventy five and eighty one paise) as the per share value of the equity share of ALSTOM T&D India Limited). Since this will result in an indirect acquisition of control by ALSTOM Holdings over ALSTOM T&D India Limited for the purposes of the SEBI (SAST) Regulations, ALSTOM Holdings is required to make an open offer to the public shareholders of ALSTOM T&D India Limited in accordance with the SEBI (SAST) Regulations.

The parties have agreed that the purchase consideration payable by the Acquirer to ALSTOM Grid Finance B.V. under the Share Purchase Agreement will be set-off against the receivables held by the affiliates of the Acquirer against ALSTOM Grid Finance B.V. and its affiliates.

2.1.5 The Share Purchase Agreement *inter alia* provides that completion of the Primary Acquisition is subject to: (i) completion of this Offer and the Acquirer and ALSTOM Grid Finance B.V. having received a copy of the report filed by the Manager to the Offer in accordance with Regulation 27(7) of the SEBI (SAST) Regulations; and (ii) completion of the open offer required to be made by ALSTOM Holdings to the public shareholders of ALSTOM T&D India Limited under the SEBI (SAST) Regulations and ALSTOM Holdings and SESI having received a copy of the report filed by the manager to such open offer in accordance with Regulation 27(7) of the SEBI (SAST) Regulations.

If any of the conditions are not met for reasons outside the reasonable control of the Acquirer and/or the PACs and the Share Purchase Agreement is rescinded, the Acquirer and the PACs shall have the right to withdraw this Offer in terms of Regulation 23(1) of the SEBI (SAST) Regulations. Delay in fulfillment of such conditions may result in delay in payment to Shareholders whose Equity Shares are validly accepted in this Offer.

2.1.6 The Share Purchase Agreement further provides that:

(i) completion of the Primary Acquisition shall occur simultaneously with the completion of acquisition of the equity shares of ALSTOM Grid Finance B.V. by ALSTOM Holdings from SESI, such that the Primary Acquisition occurs immediately prior to the said acquisition of the equity shares of ALSTOM Grid Finance B.V., or on such other date as the parties may agree; and

(ii) in the event that the gap between the date of completion of this Offer and the open offer required to be made by ALSTOM Holdings to the public shareholders of ALSTOM T&D India Limited is more than 20 (twenty) weeks, ALSTOM Grid Finance B.V. and the Acquirer shall mutually decide to amend the terms of the Share Purchase Agreement, such that simultaneous closing of the Share Purchase Agreement and the share purchase agreement between ALSTOM Holdings and SESI occur in accordance with applicable laws, such that the Primary Acquisition occurs immediately prior to the said acquisition of equity shares of ALSTOM Grid Finance B.V., or on such other date as the parties may agree.

2.1.7 SEI holds 69,87,500 (sixty nine lakhs and eighty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of SESEA. SESEA in-turn holds 15,37,500 (fifteen lakhs and thirty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of the Acquirer. SEI also holds 40,27,69,999 (forty crores, twenty seven lakhs, sixty nine thousand and nine hundred and ninety nine) equity shares of face value of Euro 1 (Euro one) (i.e. Rs. 71.34) each, representing 88.96% (eighty eight point nine-six percent) of the issued and paid-up share capital of SESI. SESI holds 54 (fifty four) equity shares of face value of Euro 5,55,655.55 (Euro five lakhs, fifty five thousand and six hundred and fifty five and fifty five cents) (i.e. Rs. 3,96,41,300.42) each, representing 30% (thirty percent) of the issued and paid-up share capital of ALSTOM Grid Finance B.V. ALSTOM Grid Finance B.V. holds the legal and beneficial interest in 5,90,04,99,994 (five hundred and ninety crores, four lakhs, ninety nine thousand and nine hundred and ninety four) equity shares of face value of Rs. 2 (Rupees two) each, representing 99.99% (ninety nine point nine-nine percent); and the beneficial interest in six equity shares of face value of Rs. 2 (Rupees two) each, representing 0.01% (zero point zero-one percent), of the issued and paid-up share capital of Energy Grid, which in turn holds 17,54,92,524 (seventeen crores, fifty four lakhs, ninety two thousand and five hundred and twenty four) Equity Shares, representing 73.40% (seventy three point four percent) of the Voting Share Capital.

2.1.8 The proposed indirect acquisition of voting rights in and control by the Acquirer over the Target Company is not through any scheme of arrangement.

2.1.9 The Acquirer and the PACs have not been prohibited by SEBI, from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992 or under any of the regulations made under the said Act.

2.1.10 The Acquirer may reconstitute the Board of Directors of the Target Company after completion of the Primary Acquisition. However, as of the date of this Letter of Offer, the Acquirer and the PACs have not made any decision on the reconstitution of the Board of Directors of the Target Company and no persons have been identified for such nomination.

2.1.11 As of the date of this Letter of Offer, there are no directors on the Board of Directors of the Target Company directly representing the Acquirer and the PACs.

2.1.12 As of the date of this Letter of Offer, 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 and in terms of Regulation 24(4) of the SEBI (SAST) Regulations, such directors have not participated and shall not participate in any deliberations of the Board of Directors of the Target Company or vote on any matter in relation to this Offer.

2.1.13 As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors to provide its reasoned recommendation on this Offer to the Shareholders. Such recommendation shall be published at least 2 (two) Working Days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

2.2 Details of this Offer

2.2.1 The Acquirer and the PACs have published the DPS on September 25, 2012, which appeared in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Vadodara Samachar	Gujarati	All
Navshakti	Marathi	All

A copy of the DPS is also available on SEBI website: www.sebi.gov.in

2.2.2 This Offer is made by the Acquirer and the PACs to all the Shareholders, to acquire up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital, as of the 10th (tenth) Working Day from the Closure of the Tendering Period (i.e. the Offer Size), at a price of Rs. 83.10 (Rupees eighty three and ten paise) (i.e. the Offer Price) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS and this Letter of Offer.

2.2.3 This Offer is being made under Regulations 3(1), 4, 5(1) and 5(2) of the SEBI (SAST) Regulations. Though this Offer is pursuant to an indirect acquisition of voting rights in and control by the Acquirer over the Target Company in terms of Regulation 5(1) of the SEBI (SAST) Regulations, it will be regarded as a deemed direct acquisition, as it falls within the parameters prescribed under Regulation 5(2) of the SEBI (SAST) Regulations.

2.2.4 As of the date of this Letter of Offer, there are no: (i) partly paid-up shares in the Target Company; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. (*Source: BSE website* *and Target Company Annual Report 2011-2012*)

2.2.5 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this Letter of Offer.

2.2.6 To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and/or the PACs to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PACs at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PACs shall make the necessary applications for such approvals. The Acquirer and the PACs will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event such statutory approvals are refused or if the conditions specified in paragraph 2.1.5 above are not fulfilled for any reason outside the reasonable control of the Acquirer and/or the PACs and the Share Purchase Agreement is rescinded. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

2.2.7 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

2.2.8 The Acquirer and the PACs have not acquired any Equity Shares after the date of PA, i.e. September 17, 2012, and up to the date of this Letter of Offer.

2.2.9 The Acquirer and/or the PACs will acquire all the Equity Shares validly accepted in this Offer.

2.2.10 The Equity Shares are listed on the Stock Exchanges. As per Clause 40A of the listing agreement read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto ("**SCRR**"), the Target Company is required to maintain at least 25% (twenty five percent) public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. If, pursuant to this Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with the Stock Exchanges read with Rule 19A of the SCRR, the Acquirer and the PACs will ensure that the promoter group shareholding in the Target Company will be reduced within the time period specified in the SCRR, such that the Target Company complies with the minimum level of public shareholding required.

2.3 Object of the underlying transaction and this Offer

2.3.1 The completion of the Primary Acquisition, together with completion of the acquisition of the equity shares of ALSTOM Grid Finance B.V. by ALSTOM Holdings from SESI, will result in segregation of the Indian transmission and distribution businesses between the ALSTOM and Schneider groups, as envisaged under the Consortium Agreement.

2.3.2 The Primary Acquisition will result in an indirect acquisition of voting rights in and control by the Acquirer over the Target Company for the purposes of the SEBI (SAST) Regulations, requiring the Acquirer to make this Offer to the Shareholders in accordance with the SEBI (SAST) Regulations. After completion of the Primary Acquisition in accordance with the terms of the Share Purchase Agreement, the Acquirer will be in a position to exercise voting rights held by Energy Grid in the Target Company and exercise sole control over the Target Company.

2.3.3 The Acquirer proposes to continue and expand the existing business of the Target Company. However, as of the date of this Letter of Offer, the Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the Target Company's places of business.

2.3.4 The Acquirer and the PACs may dispose-off or otherwise encumber any assets or investments of the Target Company, through sale, lease, reconstruction, restructuring, amalgamation, demerger and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalizing the assets, investments or liabilities of the Target Company, to improve operational efficiencies and for other commercial reasons. The Board of Directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company.

3. BACKGROUND OF THE ACQUIRER AND THE PACs

A. ACQUIRER

A1. Schneider Electric Singapore Pte Ltd ("Acquirer")

1. The Acquirer, a company limited by shares, was incorporated on November 19, 1979 under the laws of the Republic of Singapore and is registered with the Accounting and Corporate Regulatory Authority of Singapore with number 197903476G. The registered office of the Acquirer is located at 10 Ang Mo Kio Street 65, #01-01/03 TechPoint, Singapore 569059. Its telephone number is +65 6482 3323 and fax number is +65 6481 6312. The Acquirer was incorporated under the name 'Merlin Gerin Far East (Pte) Ltd' and subsequently renamed as 'Merlin Gerin Pte Ltd' on February 20, 1991. Its name was thereafter changed to 'Schneider Singapore (Sales & Engineering) Pte Ltd' on October 13, 1993 and to its current name, i.e. 'Schneider Electric Singapore Pte Ltd' on April 1, 1999.

2. The Acquirer is an operating company engaged in the business of selling and distributing electrical products and equipments and providing electrical and mechanical services.

3. The Acquirer is a part of the Schneider group.

4. As of the date of this Letter of Offer, SESEA holds 15,37,500 (fifteen lakhs and thirty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of the Acquirer. SESEA controls the Acquirer.

5. The relationship of each PAC with the Acquirer is detailed in paragraph B below (which contains the information relating to each PAC).

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations are not applicable to the Acquirer with respect to the Target Company since the Acquirer has not directly acquired or sold any Equity Shares.

7. The shareholding pattern of the Acquirer is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	15,37,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58) each	100% of the issued and paid-up share capital of the Acquirer
2.	FIIs/Mutual-Funds/ FIs/	-	-

	Banks		
3.	Public	-	-
Total Paid Up Capital		15,37,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58) each aggregating to SGD 15,37,500 (i.e. Rs. 6,85,38,982.50)	-

8. Names, details of experience, qualification and date of appointment of the directors on the board of directors of the Acquirer, are as follows. None of the directors of the Acquirer have a director identification number:

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment
1.	Zeljko Kosanovic	Zeljko Kosanovic was appointed in April, 2012 as the Zone President for East Asia Zone, covering Schneider Electric's operations in the South East Asian countries, Korea and Taiwan. Zeljko Kosanovic has previously served as the Senior Vice-President and the Chief Financial Officer for Asia Pacific Operating Division for 5 years, based in Hong Kong and Beijing. Prior to this, he served as the Senior Vice-President, Finance, IT and Business Development for Iberia, Middle East, Africa and South America Operating Division, based in Barcelona. He joined Schneider Electric in 1993 and has held a variety of finance and business development positions in France, Pakistan and Brazil, including Chief Financial Officer for Brazil Operations, Corporate Officer for Mergers & Acquisitions, and Financial Controller of various organizations.	Zeljko Kosanovic graduated from Nottingham University (United Kingdom) in European Business. He also holds a "Diplome d'Etudes Superieures Specialisees" in International Business from the French "Institut d'Administration des Entreprises", and completed Masters of Business Administration at Kelloggs and Hong Kong University of Science and Technology.	December 30, 2011
2.	Ang Koon San	Ang Koon is the Country President of Schneider Electric Singapore and Brunei, responsible for the commercial operations, the implementation and alignment of corporate strategy and business	Ang Koon graduated from the French Singapore Institute, a joint venture between Economic	June 1, 2010

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment
		orientation across these countries. Ang Koon has more than 20 years of experience in the Power and Automation industries, where he has held sales and senior management positions at Schneider Electric's various businesses. He was the Head of Automation Product Business and Project Sales.	Development Board of Singapore and the French Government. Immediately upon joining Schneider Electric, he took up an advanced diploma, specialising in Factory Automation. In 1992, he was offered a scholarship with Schneider Electric and graduated with a degree in EEE (Master in Automation) in 22 months.	

9. As of the date of this Letter of Offer, the Acquirer, its directors and key employees do not have any interest in the Target Company.

10. None of the directors of the Acquirer are directors on the Board of Directors of the Target Company.

11. Brief financial details of the Acquirer, as derived from its audited standalone financial statements as at and for the 12-month period ended December 31, 2011, December 31, 2010 and December 31, 2009 and the interim unaudited standalone financial information, which has been subject to limited review by the Acquirer's auditors, as at and for the 6-month period ending June 30, 2012, are as follows. The said financials have been prepared in accordance with the Singapore Financial Reporting Standards.

Profit and Loss Statement	For the 6-month period ending June 30, 2012		For the 12-month period ending December 31,					
			2011		2010		2009	
	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000
Revenue	77,068	3,435,553	151,977	6,774,861	140,230	6,251,201	120,845	5,387,053
Cost of Sales	(63,686)	(2,839,007)	(115,180)	(5,134,517)	(104,862)	(4,674,559)	(90,429)	(4,031,162)
Gross profit	13,382	596,545	36,797	1,640,344	35,368	1,576,642	30,416	1,355,891
Other Income	323	14,399	164	7,311	68	3,031	37	1,649
Distribution and Selling Expenses	(6,367)	(283,829)	(15,458)	(689,090)	(13,751)	(612,995)	(13,529)	(603,098)
Administrative Expenses	(3,497)	(155,890)	(8,497)	(378,781)	(9,104)	(405,840)	(8,427)	(375,660)

Profit and Loss Statement	For the 6-month period ending June 30, 2012		For the 12-month period ending December 31,					
			2011		2010		2009	
	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000
Other Operating Expenses	-	-	-	-	(8,968)	(399,777)	-	-
Finance Income							7	312
Finance Costs	(107)	(4,770)	(265)	(11,813)	(295)	(13,151)	(1)	(45)
Foreign Exchange Gain							79	3,522
Profit Before Tax	**3,734**	**166,455**	**12,741**	**567,971**	**3,318**	**147,910**	**8,582**	**382,570**
Income Tax Expense	(755)	(33,657)	(2,135)	(95,174)	(2,330)	(103,867)	(1,560)	(69,542)
Profit for the Year	**2,979**	**132,798**	**10,606**	**472,796**	**988**	**44,043**	**7,022**	**313,028**
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total Comprehensive Income for the Year	**2,979**	**132,798**	**10,606**	**472,796**	**988**	**44,043**	**7,022**	**313,028**

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000	SGD '000	Rs. '000
Assets								
Non-current Assets								
Property, Plant and Equipment	697	31,071	769	34,281	866	38,605	400	17,831
Investment in Subsidiaries	-	-	-	-	9,000	401,204	8,968	399,777
Deferred Tax Assets	740	32,988	740	32,988	459	20,461	400	17,831
Intangible Assets	1,574	70,166	1,574	70,166	1,574	70,166	-	-
	3,011	**134,225**	**3,083**	**137,435**	**11,899**	**530,436**	**9,768**	**435,440**
Current Assets								
Gross Amount due from Customers for contract work-in-progress	3,981	177,466	1,703	75,917	5,698	254,007	3,034	135,250
Inventories	3,511	156,514	964	42,973	1,399	62,365	1,738	77,477
Trade and Other Receivables	45,071	2,009,184	43,382	1,933,891	43,365	1,933,134	33,859	1,509,373
Due from Related Companies	904	40,299	3,476	154,954	2,153	95,977	525	23,404
Loan to Immediate Holding Company	8,150	363,312	11,569	515,725	9,732	433,835	6,961	310,309
Cash and Cash Equivalents	8,764	390,683	9,234	411,635	1,078	48,055	3,309	147,509
	70,381	**3,137,458**	**70,328**	**3,135,096**	**63,425**	**2,827,372**	**49,426**	**2,203,322**
Total Assets	**73,392**	**3,271,683**	**73,411**	**3,272,530**	**75,324**	**3,357,808**	**59,194**	**2,638,762**
Equity Attributable to the Equity holders of the Company								
Share Capital	1,538	68,561	1,538	68,561	1,538	68,561	1,538	68,561
Accumulated Profits	14,019	624,942	11,040	492,143	1,356	60,448	6,868	306,163
Share Option Reserve	-	-	-	-	278	12,393	278	12,393
Amalgamation Reserve	(3,414)	(152,190)	(3,414)	(152,190)	1,702	75,872	1,702	75,872
Total Equity	**12,143**	**541,313**	**9,164**	**408,515**	**4,874**	**217,274**	**10,386**	**462,989**

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**
Current Liabilties								
Bank Overdrafts (Unsecured)	-	-	-	-	976	43,508	8	357
Gross Amount Due to Customers for Contract Work-in-Progress	5,031	224,273	5,315	236,933	8,718	388,633	3,957	176,396
Trade and Other Payables	17,680	788,143	24,008	1,070,233	21,299	949,471	20,784	926,513
Due to Related Companies	18,952	844,846	14,726	656,459	16,161	720,428	9,338	416,271
Loans from Related Companies	17,671	787,741	17,671	787,741	21,271	948,223	13,429	598,641
Current Tax Payable	1,915	85,367	2,527	112,649	2,025	90,271	1,292	57,595
Total Liabilities	**61,249**	**2,730,370**	**64,247**	**2,864,016**	**70,450**	**3,140,534**	**48,808**	**2,175,773**
Total Equity and Liabilities	**73,392**	**3,271,683**	**73,411**	**3,272,530**	**75,324**	**3,357,808**	**59,194**	**2,638,762**

			For the 12-month period ending December 31,					
	For the 6-month period ending June 30, 2012		2011		2010		2009	
Other financial data	**SGD**	**Rs.**	**SGD**	**Rs.**	**SGD**	**Rs.**	**SGD**	**Rs.**
Dividend (%)	0.0%	0.0%	78.0%	78.0%	422.8%	422.8%	1040.7%	1040.7%
EPS	1.94	86.37	6.90	307.51	0.64	28.65	4.57	203.60

12. As per the latest audited financial statements of the Acquirer as at and for the 12-month period ended December 31, 2011, there are no contingent liabilities of the Acquirer, except a guarantee of an approximate amount of SGD 41,74,900.55 (Singapore Dollar forty one lakhs, seventy four thousand and nine hundred and fifty five cents) (i.e. Rs. 18,61,09,551.7).

13. The equity shares of the Acquirer are not listed on any stock exchanges.

B. PERSONS ACTING IN CONCERT

B1. Schneider Electric Services International ("SESI")

1. SESI, a Société privée à responsabilité limitée (i.e. a limited liability company), was incorporated on December 23, 2005 under the laws of Belgium and is registered with the Commerce Register with number 0878191181. The registered office of SESI is located at Place du Champ de Mars 5, Tour Bastion, B-1050 Brussels, Belgium. Its telephone number is +32 0 221 33 111 and fax number is +32 0 221 33 142. There has been no change in the name of SESI since its incorporation.

2. SESI is a holding company and does not have any operations.

3. SESI is a part of the Schneider group.

4. As of the date of this Letter of Offer, SEI holds 40,27,69,999 (forty crores, twenty seven lakhs, sixty nine thousand and nine hundred and ninety nine) equity shares of face value of Euro 1 (Euro one) (i.e. Rs. 71.34) each, representing 88.96% (eighty eight point nine-

six percent) of the issued and paid-up share capital of SESI. Lexel AB (which is a part of the Schneider group) holds 5,00,00,000 (five crore) equity shares of face value of Euro 1 (Euro one) (i.e. Rs. 71.34) each, representing 11.04% (eleven point zero-four percent) of the issued and paid-up share capital of SESI and Electroporcelaine (which is a part of the Schneider group) holds 1 (one) equity share of face value of Euro 1 (Euro one) (i.e. Rs. 71.34) each of SESI. SEI controls SESI.

5. As of the date of this Letter of Offer, SEI also holds 69,87,500 (sixty nine lakhs and eighty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of SESEA, which in turns holds 15,37,500 (fifteen lakhs and thirty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of the Acquirer. Accordingly, both the Acquirer and SESI have a common holding company, i.e. SEI.

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations are not applicable to SESI with respect to the Target Company, since SESI has not directly acquired or sold any Equity Shares.

7. The shareholding pattern of SESI is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	45,27,70,000 equity shares of face value of Euro 1 (i.e. Rs. 71.34) each	100% of the issued and paid-up share capital of SESI
2.	FIIs/Mutual-Funds/FIs/Banks	-	-
3.	Public	-	-
Total Paid Up Capital		45,27,70,000 equity shares of face value of Euro 1 (i.e. Rs. 71.34) aggregating to Euro 45,27,70,000 (i.e. Rs. 32,30,12,90,955.00)	-

8. Names, details of experience, qualification and date of appointment of the directors on the board of directors of SESI, are as follows. None of the directors of SESI have a director identification number:

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
1.	Guy Renard	Guy Renard was a tax auditor at the French Ministry of Finance from 1973 to 1980. He was also the Vice President – Tax, within the Eurotunnel group, for 4 years. In 1992, he joined the Schneider group as the Vice President - Tax and Customs. He was appointed as the Chief Executive Officer of SESI in December, 2005.	Guy Renard holds a Masters in Law from Lille University. He also graduated as the Tax Inspector from the Ecole Nationale des Impôts.	December 23, 2005

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
2.	Juan Pedro Salazar	Juan Pedro Salazar was the General Counsel of several entities of the Schneider group for about 20 years. He is currently advising the Schneider group on legal matters.	Juan Pedro Salazar is a qualified lawyer from Paris-Pantheon University.	December 23, 2005
3.	Emmanuel Babeau	Emmanuel Babeau began his career at Arthur Andersen in 1990. He joined the Pernod Ricard group in 1993 where he held different positions within the Finance Department. He subsequently held several executive positions at Pernod Ricard group, notably outside France, before becoming the Vice President - Development in 2001, the Chief Financial Officer in June, 2003 and the Group Deputy Managing Director in charge of Finance in 2006, where he remained till 2009. In 2009, Emmanuel Babeau joined the Schneider group as a member of the Schneider Electric SA Management Board on May 3, 2009 and on July 1, 2009 as the Executive Vice President - Finance of Schneider Electric. He is also a Director of Schneider Electric USA Inc.	Emmanuel Babeau graduated from the École Supérieure de Commerce de Paris. He also holds a diplôme d'études supérieures comptables et financières.	September 18, 2009
4.	Jean-Pierre Cherigny	Jean-Pierre Cherigny was a manager at Arthur Andersen, Paris during 1982 to 1992. He joined the Schneider group in 1992 as Vice President - Audit to start the Audit Department. He has also been the Chief Financial Officer for the North American division of the Schneider group between 1997-2003.	Jean-Pierre Cherigny holds a Masters in Business Administration from Ecole Supérieure des Sciences Economiques et Commerciales - ESSEC, Expert Comptable.	December 23, 2005
5.	Brigitte Véronique Blanc	In 1983, Brigitte Véronique Blanc was working with Framatome (on automation of safety systems in nuclear	Brigitte Véronique Blanc acquired a degree in Engineering from	December 23, 2005

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
		power generation). During 1983 to 1985, she was with the Société Générale in the Mergers and Acquisitions Department. During 1986 to 1992, she was working with Finacor, on future and option markets and on the creation of the broker Exane. Brigitte Véronique Blanc joined the Schneider group in 1992 and during 1992 to 1994, she was in-charge of financial communication, equity related financing and long term financing. In 1995, she was in-charge of financial control of subsidiairies of the Schneider group, which included 600 companies in 130 countries. From 2000 onwards, she has been in charge of Treasury (cash management, forex and raw material hedging), Credit Management and Trade Finance.	Ecole supérieur d'électricité - Supelec, 1985 ISA in 1981.	
6.	Philippe Suritz	Philippe Suritz started his career with Schneider Electric in 1986 as a Management Controller. Between 1989 and 2007, he was a country Chief Financial Officer in Belgium, the Czech Republic and Slovak Republic, The Netherlands and Switzerland. While being based in the headquarters and located in the Parisian area, from 1997 to 2002, he was the Deputy Management Controller for Europe. He joined the Corporate Financing and Treasury Department in 2007 where he has been the Vice President - International Controller.	Philippe Suritz holds a Bachelor Degree in Applied Economics from the Catholic University of Louvain (UCL). He successfully attended 1 year training in Tax Management at the Brussels Chamber of Commerce in 1988. He also graduated from the Free University of Brussels in 1992 with a post-graduate curriculum (CEPAC) in Business Management.	December 30, 2011
7.	Lexel AB	Lexel AB is a company and not an individual, hence this is not applicable.	Lexel AB is a company and not an individual, hence this is not applicable.	December 30, 2011

9. As of the date of this Letter of Offer, SESI holds 54 (fifty four) equity shares of face value of Euro 5,55,655.55 (Euro five lakhs, fifty five thousand and six hundred and fifty five and fifty five cents) (i.e. Rs. 3,96,41,300.42) each, representing 30% (thirty percent) of the issued and paid-up share capital of ALSTOM Grid Finance B.V. ALSTOM Grid Finance B.V. holds the legal and beneficial interest in 5,90,04,99,994 (five hundred and ninety crores, four lakhs, ninety nine thousand and nine hundred and ninety four) equity shares of face value of Rs. 2 (Rupees two) each, representing 99.99% (ninety nine point nine-nine percent); and the beneficial interest in six equity shares of face value of Rs. 2 (Rupees two) each, representing 0.01% (zero point zero-one percent), of the issued and paid-up share capital of Energy Grid, which in turn holds 17,54,92,524 (seventeen crores, fifty four lakhs, ninety two thousand and five hundred and twenty four) Equity Shares, representing 73.40% (seventy three point four percent) of the Voting Share Capital.

10. As of the date of this Letter of Offer, the directors and key employees of SESI do not have any interest in the Target Company.

11. None of the directors of SESI are directors on the Board of Directors of the Target Company.

12. Brief financial details of SESI, as derived from its audited standalone financial statements as at and for the 12-month period ended December 31, 2011, December 31, 2010 and December 31, 2009 and the interim unaudited standalone financial information, which has been subject to limited review by SESI's auditors, as at and for the 6-month period ending June 30, 2012, are as follows. The said financials have been prepared in accordance with the financial reporting framework applicable in Belgium.

	For the 6-month period ending June 30, 2012		**For the 12-month period ending December 31,**					
			2011		**2010**		**2009**	
Profit and Loss Statement	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**
Operating Income	**112,781**	**8,045,965**	**175,329**	**12,508,238**	**138,022**	**9,846,722**	**120,872**	**8,623,170**
Other operating income	112,781	8,045,965	175,329	12,508,238	138,022	9,846,722	120,872	8,623,170
Operating Charges	**94,485**	**6,740,727**	**89,954**	**6,417,446**	**123,592**	**8,817,210**	**72,627**	**5,181,353**
Services and Other Goods	6,075	433,410	20,945	1,494,221	59,184	4,222,294	7,601	542,297
Remuneration, Social Security Costs and Pensions	1,115	79,562	2,305	164,433	1,850	132,010	1,562	111,441
Depreciation of and amounts written off formation expenses, intangible and tangible fixed assets	86,092	6,141,904	54,366	3,878,568	54,367	3,878,614	54,963	3,921,110
Amounts written down stocks, contracts in progress and trade debtors - Appropriations (write-backs)	-	-	1,795	128,086	-	-	-	-
Other Operating Charges	1,203	85,851	10,543	752,138	8,190	584,293	8,501	606,504
Operating Profit (Loss)	**18,296**	**1,305,238**	**85,375**	**6,090,792**	**14,431**	**1,029,513**	**48,244**	**3,441,817**
Financial Income	**86,275**	**6,155,000**	**137,630**	**9,818,715**	**213,290**	**15,216,440**	**134,168**	**9,571,767**
Income from Financial Fixed Assets	33,012	2,355,117	76,167	5,433,886	91,129	6,501,304	89,353	6,374,581
Income from Current Assets	366	26,086	179	12,739	623	44,478	480	34,277
Other Financial Income	52,898	3,773,798	61,284	4,372,090	121,537	8,670,658	44,335	3,162,908

	For the 6-month period ending June 30, 2012		For the 12-month period ending December 31,					
			2011		2010		2009	
Profit and Loss Statement	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**
Financial Charges	**47,146**	**3,363,465**	**45,799**	**3,267,337**	**79,333**	**5,659,710**	**38,645**	**2,756,975**
Debt Charges	10,925	779,423	3,313	236,334	2,346	167,355	4,008	285,912
Other Financial Charges	36,221	2,584,041	42,486	3,031,003	76,987	5,492,354	34,637	2,471,063
Gain (Loss) on Ordinary Activities before Taxes	**57,425**	**4,096,774**	**177,206**	**12,642,170**	**148,388**	**10,586,243**	**143,768**	**10,256,609**
		-		-		-		-
Extraordinary Income	**80,795**	**5,764,061**	**-**	**-**	**-**	**-**	**-**	**-**
Gains on disposal of fixed assets	80,795	5,764,061	-	-	-	-	-	-
Extraordinary Charges	**-**	**-**	**9**	**664**	**-**	**-**	**-**	**-**
Other extraordinary charges	-	-	9	664	-	-	-	-
Profit (Loss) for the period before Taxes	**138,220**	**9,860,835**	**177,197**	**12,641,505**	**148,388**	**10,586,243**	**143,768**	**10,256,609**
Transfer to postponed taxes	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Income Taxes	**0**	**0**	**23,207**	**1,655,648**	**8,212**	**585,870**	**-**	**-**
Income Taxes	0	0	23,207	1,655,648	8,212	585,870	-	-
Profit (Loss) for the period	**138,220**	**9,860,835**	**153,990**	**10,985,858**	**140,176**	**10,000,373**	**143,768**	**10,256,609**
Profit (Loss) for the Period Available for Appropriation	**138,220**	**9,860,835**	**153,990**	**10,985,858**	**140,176**	**10,000,373**	**143,768**	**10,256,609**

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**
ASSETS								
FIXED ASSETS	**5,187,390**	**370,076,191**	**4,814,996**	**343,509,032**	**3,541,636**	**252,665,615**	**2,331,756**	**166,350,942**
Intangible Fixed Assets	**1,346,970**	**96,094,868**	**1,433,045**	**102,235,563**	**299,677**	**21,379,393**	**354,010**	**25,255,569**
Tangible Fixed Assets	**121**	**8,620**	**113**	**8,086**	**148**	**10,524**	**182**	**12,962**
Furniture and Vehicles	59	4,205	39	2,775	47	3,356	55	3,937
Other Tangible Fixed Assets	62	4,415	74	5,311	100	7,168	127	9,025
Financial Fixed Assets	**3,840,299**	**273,972,703**	**3,381,838**	**241,265,383**	**3,241,812**	**231,275,697**	**1,977,564**	**141,082,411**
Affiliated Enterprises	3,159,545	225,406,687	1,375,684	98,143,328	1,708,097	121,858,177	1,471,976	105,012,979
Participating Interests	582,238	41,537,739	76,767	5,476,640	7,569	539,970	-	-
Amounts Receivable	2,577,307	183,868,948	1,298,917	92,666,688	1,700,528	121,318,207	1,471,976	105,012,979
Other Enterprises Linked by Participating Interests	177,695	12,676,992	997,555	71,167,075	1,028,134	73,348,595	-	-
Participating Interests	5	385	993,342	70,866,480	1,023,885	73,045,473	-	-
Amounts Receivable	177,689	12,676,607	4,213	300,595	4,249	303,121	-	-
Other Financial Assets	503,060	35,889,023	1,008,599	71,954,980	505,581	36,068,925	505,588	36,069,432
Amounts Receivable and Cash Guarantees	503,060	35,889,023	1,008,599	71,954,980	505,581	36,068,925	505,588	36,069,432
CURRENT ASSETS	**198,415**	**14,155,256**	**433,795**	**30,947,575**	**24,967**	**1,781,206**	**267,035**	**19,050,658**
Amounts Receivable within One Year	**198,349**	**14,150,488**	**430,349**	**30,701,711**	**24,913**	**1,777,342**	**267,029**	**19,050,266**

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**	**Eur '000**	**Rs. '000**
Trade Debtors	116,022	8,277,171	5,680	405,226	7,907	564,077	8,881	633,613
Other Amounts Receivable	82,327	5,873,317	424,668	30,296,485	17,006	1,213,265	258,148	18,416,653
Cash at Bank and in Hand	**10**	**721**	**3,391**	**241,925**	**0**	**36**	**5**	**392**
Deferred Charges and Accrued Income	**57**	**4,046**	**55**	**3,939**	**54**	**3,828**	**-**	**-**
TOTAL ASSETS	**5,385,806**	**384,231,447**	**5,248,791**	**374,456,607**	**3,566,603**	**254,446,820**	**2,598,790**	**185,401,600**
Equity	**4,842,362**	**345,461,351**	**4,704,142**	**335,600,516**	**3,362,452**	**239,882,359**	**2,455,442**	**175,174,884**
Capital	**4,527,700**	**323,012,910**	**4,527,700**	**323,012,910**	**3,340,000**	**238,280,610**	**2,440,000**	**174,073,260**
Reserves	**37,048**	**2,643,058**	**30,137**	**2,150,016**	**22,437**	**1,600,723**	**15,428**	**1,100,656**
Legal Reserves	37,048	2,643,058	30,137	2,150,016	22,437	1,600,723	15,428	1,100,656
Acumulated Profits (Losses)	**277,614**	**19,805,384**	**146,305**	**10,437,591**	**14**	**1,026**	**14**	**968**
AMOUNTS PAYABLE	**543,444**	**38,770,095**	**544,649**	**38,856,091**	**204,151**	**14,564,461**	**143,349**	**10,226,717**
Amounts Payable After more than one year	**503,000**	**35,884,775**	**503,000**	**35,884,775**	**-**	**-**	**-**	**-**
Financial Debts	503,000	35,884,775	503,000	35,884,775	-	-	-	-
Other Loans	503,000	35,884,775	503,000	35,884,775	-	-	-	-
Amounts Payable WithinOne Year	**40,306**	**2,875,502**	**41,642**	**2,970,788**	**204,128**	**14,562,786**	**143,349**	**10,226,717**
Financial Debts	8,201	585,071	547	39,005	11,597	827,312	-	-
Other Loans	8,201	585,071	547	39,005	11,597	827,312	-	-
Trade Debts	26,559	1,894,748	35,023	2,498,573	50,091	3,573,561	6,245	445,518
Suppliers	26,559	1,894,748	35,023	2,498,573	50,091	3,573,561	6,245	445,518
Taxes, Remuneration and Social Security	5,315	379,147	5,824	415,483	9,263	660,835	525	37,488
Taxes	4,914	350,543	4,936	352,150	8,475	604,627	13	913
Remuneration and Social Security	401	28,604	888	63,334	788	56,208	513	36,575
Other Amounts Payable	232	16,535	248	17,726	133,177	9,501,077	136,578	9,743,711
Accrued Charges and Deferred Income	**138**	**9,819**	**7**	**529**	**23**	**1,675**	**-**	**-**
TOTAL LIABILITIES	**5,385,806**	**384,231,447**	**5,248,791**	**374,456,607**	**3,566,603**	**254,446,820**	**2,598,790**	**185,401,600**

Other financial data	**For the 6-month period ending June 30, 2012**		**For the 12-month period ending December 31,**					
			2011		**2010**		**2009**	
Dividend (%)	0.0%	0.0%	0.0%	0.0%	39.9%	39.9%	56.0%	56.0%
EPS	0.31	21.78	0.34	24.26	0.42	29.94	0.59	42.04

13. As per the latest audited financial statements of SESI as at and for the 12-month period ended December 31, 2011, there are no contingent liabilities of SESI.

14. The equity shares of SESI are not listed on any stock exchanges.

B2. Schneider Electric South East Asia (HQ) Pte Ltd ("SESEA")

1. SESEA, a limited private company, was incorporated on March 9, 1973 under the laws of the Republic of Singapore and is registered with the Accounting and Corporate Regulatory Authority of Singapore with number 197300426M. The registered office of SESEA is located at 10 Ang Mo Kio Street 65, #01-01/03, TechPoint, Singapore 569059. Its telephone number is +65 6482 3323 and fax number is +65 6481 6312. SESEA was incorporated with the name 'Telemecanique Far East Co. Pte. Limited', which was changed to its current name, i.e. 'Schneider Electric South East Asia (HQ) Pte Ltd' on March 15, 1999.

2. SESEA is engaged in the businesses of: (i) trading in electrical, mechanical and electronic products and equipments of all descriptions, particularly those manufactured by SEI; (ii) manufacturing electrical, mechanical and electronic products and equipments of every description and either as a principal or agent, trading and dealing in any articles relating to such business and in all apparatus, appliances and things used in connection therewith or with any invention, patents or privileges for the time being belonging to SESEA; (iii) letting out on hire, all or any of the articles, products and equipments manufactured or dealt in by SESEA; and (iv) conducting researches, investigations and experimental work of every description in relation to its business and its manufacturing process and the application and use of electricity.

3. SESEA is a part of the Schneider group.

4. As of the date of this Letter of Offer, SEI holds 69,87,500 (sixty nine lakhs and eighty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of SESEA. SEI controls SESEA.

5. As of the date of this Letter of Offer, SESEA holds 15,37,500 (fifteen lakhs and thirty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of the Acquirer.

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations are not applicable to SESEA with respect to the Target Company since SESEA has not directly acquired or sold any Equity Shares.

7. The shareholding pattern of SESEA is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	69,87,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58) each	100% of the issued and paid-up share capital of SESEA
2.	FIIs/Mutual-Funds/FIs/Banks	-	-
3.	Public	-	-
	Total Paid Up Capital	69,87,500 equity shares of face value of SGD 1 (i.e. Rs. 44.58) each aggregating to SGD 69,87,500 (i.e. Rs.	-

		31,14,90,172.50)	

8. Names, details of experience, qualification and date of appointment of the directors on the board of directors of SESEA, are as follows. None of the directors of SESEA have a director identification number:

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
1.	Brigitte Véronique Blanc	In 1983, Brigitte Véronique Blanc was working with Framatome (on automation of safety systems in nuclear power generation). During 1983 to 1985, she was with the Société Générale in the Mergers and Acquisitions Department. During 1986 to 1992, she was working with Finacor, on future and option markets and on the creation of the broker Exane. Brigitte Véronique Blanc joined the Schneider group in 1992 and during 1992 to 1994, she was in-charge of financial communication, equity related financing and long term financing. In 1995, she was in-charge of financial control of subsidiairies of the Schneider group, which included 600 companies in 130 countries. From 2000 onwards, she has been in charge of Treasury (cash management, forex and raw material hedging), Credit Management and Trade Finance.	Brigitte Véronique Blanc acquired a degree in Engineering from Ecole supérieur d'électricité - Supelec, 1985 ISA in 1981.	January 5, 2009
2.	Zeljko Kosanovic	Zeljko Kosanovic was appointed in April, 2012 as the Zone President for East Asia Zone, covering Schneider Electric's operations in the South	Zeljko Kosanovic graduated from Nottingham University (United Kingdom) in European Business. He also holds a "Diplome	December 30, 2011

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
		East Asian countries, Korea and Taiwan. Zeljko Kosanovic has previously served as the Senior Vice-President and the Chief Financial Officer for Asia Pacific Operating Division for 5 years, based in Hong Kong and Beijing. Prior to this, he served as the Senior Vice-President, Finance, IT and Business Development for Iberia, Middle East, Africa and South America Operating Division, based in Barcelona. He joined Schneider Electric in 1993 and has held a variety of finance and business development positions in France, Pakistan and Brazil, including Chief Financial Officer for Brazil Operations, Corporate Officer for Mergers & Acquisitions, and Financial Controller of various organizations.	d'Etudes Superieures Specialisees" in International Business from the French "Institut d'Administration des Entreprises", and completed Masters of Business Administration at Kelloggs and Hong Kong University of Science and Technology.	
3.	Christopher Lee	Christopher Lee is the Vice President and General Counsel for Asia Pacific at Schneider Electric. He is also the Head of Legal, Compliance and Company Law matters for the Asia Pacific region having joined since 2006 as General Counsel for Pacific Zone. Christopher Lee's experience includes 5 years as Solicitor/Senior Solicitor in a national private practice law firm in Sydney specialising in corporate/commercial transactions from 1995 to	Christopher Lee obtained his Bachelor of Laws in 1994 and Bachelor of Economics (Accounting) from the University of Sydney in 1996. He was admitted as a solicitor of the Supreme Court of the New South Wales and the High Court of the Australia in 1997 and the High Court of New Zealand in 2008. Christopher Lee is also a Chartered Secretary having registered since 2004.	November 25, 2011

S. No.	Name of the Director	Details of the experience	Details of the qualifications	Date of appointment
		2000, and followed by 12 years as in-house counsel at a number of mutli national companies such as Nestle Australia Ltd (Oceanic) and Kellogg (Aust) Pty Ltd since 2001.		
4.	Ang Koon San	Ang Koon is the Country President of Schneider Electric Singapore and Brunei, responsible for the commercial operations, the implementation and alignment of corporate strategy and business orientation across these countries. Ang Koon has more than 20 years of experience in the Power and Automation industries, where he has held sales and senior management positions at Schneider Electric's various businesses. He was the Head of Automation Product Business and Project Sales.	Ang Koon graduated from the French Singapore Institute, a joint venture between Economic Development Board of Singapore and the French Government. Immediately upon joining Schneider Electric, he took up an advanced diploma, specialising in Factory Automation. In 1992, he was offered a scholarship with Schneider Electric and graduated with a degree in EEE (Master in Automation) in 22 months.	June 1, 2010

9. As of the date of this Letter of Offer, SESEA, its directors and key employees do not have any interest in the Target Company.

10. None of the directors of SESEA are directors on the Board of Directors of the Target Company.

11. Brief financial details of SESEA, as derived from its audited standalone financial statements as at and for the 12-month period ended December 31, 2011, December 31, 2010 and December 31, 2009 and the interim unaudited standalone financial information, which has been subject to limited review by SESEA's auditors, as at and for the 6-month period ending June 30, 2012, are as follows. The said financials have been prepared in accordance with the Singapore Financial Reporting Standards.

	For the 6-month period ending June 30, 2012		For the 12-month period ending December 31,					
			2011		2010		2009	
Profit and Loss Statement	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**

	For the 6-month period ending June 30, 2012		For the 12-month period ending December 31,					
			2011		2010		2009	
Profit and Loss Statement	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**
Revenue	26,552	1,183,640	74,262	3,310,466	42,398	1,890,027	63,908	2,848,904
Other Income	24	1,070	24	1,070	22	981	66	2,942
Administrative Expenses	(18,555)	(827,149)	(45,865)	(2,044,579)	(29,490)	(1,314,611)	(28,363)	(1,264,371)
Other Operating Expenses	(2,333)	(104,001)	(3,042)	(135,607)	(1,356)	(60,448)	(3,616)	(161,195)
Profit from Operations	5,688	253,561	25,379	1,131,350	11,574	515,948	31,995	1,426,280
Finance Income	330	14,711	1,819	81,088	866	38,605	2,456	109,484
Finance Expenses	(10,146)	(452,290)	(10,285)	(458,487)	(1,991)	(88,755)	(788)	(35,128)
Exchange Gain, Net	1,252	55,812	(6,265)	(279,282)	4,430	197,481	664	29,600
Profit before Tax	(2,876)	(128,207)	10,648	474,669	14,879	663,279	34,327	1,530,236
Income Tax Expense	(273)	(12,170)	241	10,743	(1,500)	(66,867)	(2,090)	(93,168)
Profit for the Year	(3,149)	(140,377)	10,889	485,412	13,379	596,412	32,237	1,437,067
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total Comprehensive Income for the Year	(3,149)	(140,377)	10,889	485,412	13,379	596,412	32,237	1,437,067

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**
Non-current Assets								
Property, Plant and Equipment	2,876	128,207	2,756	122,858	997	44,444	1,260	56,169
Subsidiaries	1,646,821	73,412,316	1,551,481	69,162,230	14,654	653,249	9,654	430,358
Other Investment	15	669	15	669	15	669	-	-
	1,649,712	**73,541,191**	**1,554,252**	**69,285,757**	**15,666**	**698,362**	**10,914**	**486,526**
Current Assets								
Inventories - Work-in-Progress	7,459	332,509	9,149	407,846	3,850	171,626	5,024	223,961
Other Receivables	7,452	332,197	3,667	163,468	151,758	6,765,098	828	36,911
Due from Related Parties	39,704	1,769,933	50,087	2,232,788	22,414	999,176	15,178	676,608
Loans to Subsidiaries	10,750	479,216	31,453	1,402,118	77,094	3,436,712	28,735	1,280,955
Loans to Related Companies	71,618	3,192,602	1,300	57,952	6,861	305,851	69,210	3,085,257
Cash and Cash Equivalents	10,583	471,771	10,048	447,922	8,146	363,134	12,720	567,035
	147,566	**6,578,227**	**105,704**	**4,712,094**	**270,123**	**12,041,597**	**131,695**	**5,870,726**
Total Assets	**1,797,278**	**80,119,418**	**1,659,956**	**73,997,851**	**285,789**	**12,739,959**	**142,609**	**6,357,253**
Equity attributable to Equity holders of the Company								
Share Capital	6,987	311,468	6,987	311,468	6,987	311,468	6,987	311,468
Accumulated Profits	9,568	426,524	12,717	566,901	14,324	638,538	32,945	1,468,629
Share Option Reserve	-	-	-	-	1,504	67,046	1,353	60,314
Amalgamation Reserve	(5,036)	(224,496)	(5,036)	(224,496)	(5,036)	(224,496)	(5,036)	(224,496)
Total Equity	**11,519**	**513,496**	**14,668**	**653,873**	**17,779**	**792,556**	**36,249**	**1,615,915**
Non-current Liability								
Deferred Tax Liability	201	8,960	201	8,960	36	1,605	36	1,605
Loans from Related	850,396	37,909,123	776,040	34,594,466	-	-	-	-

			As on December 31,					
	As on June 30, 2012		2011		2010		2009	
Balance Sheet Statement	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**	**SGD '000**	**Rs. '000**
Companies								
	850,597	**37,918,083**	**776,241**	**34,603,427**	**36**	**1,605**	**36**	**1,605**
Current Liabilities								
Trade Payables	1,974	87,997	2,695	120,138	1,262	56,258	691	30,804
Other Payables	29,050	1,294,997	34,083	1,519,359	21,937	977,912	17,808	793,849
Due to Related Parties	1,196	53,316	6,177	275,360	2,936	130,882	2,588	115,368
Loans from Related Companies	902,540	40,233,609	825,659	36,806,392	240,198	10,707,594	83,468	3,720,853
Current Tax Payable	402	17,920	433	19,302	1,641	73,153	949	42,305
Derivative Financial Instruments	-	-	-	-	-	-	820	36,554
	935,162	**41,687,839**	**869,047**	**38,740,551**	**267,974**	**11,945,799**	**106,324**	**4,739,733**
Total Liabilities	**1,785,759**	**79,605,922**	**1,645,288**	**73,343,978**	**268,010**	**11,947,403**	**106,360**	**4,741,337**
Total Equity and Liabilities	**1,797,278**	**80,119,418**	**1,659,956**	**73,997,851**	**285,789**	**12,739,959**	**142,609**	**6,357,253**

			For the 12-month period ending December 31,					
Other financial data	**For the 6-month period ending June 30, 2012**		**2011**		**2010**		**2009**	
Dividend (%)	0.0%	0.0%	200.4%	200.4%	458.0%	458.0%	601.1%	601.1%
EPS	(0.45)	(20.09)	1.56	69.47	1.91	85.35	4.61	205.66

12. As per the latest audited financial statements of SESEA as at and for the 12-month period ended December 31, 2011, there are no contingent liabilities of SESEA, except for guarantees, performance bonds and other contingencies granted in favour of other parties of an approximate amount of SGD 2,71,404.06 (Singapore Dollar two lakhs, seventy one thousand and four hundred and four and zero six cents) (i.e. Rs. 1,20,98,704.47).

13. The equity shares of SESEA are not listed on any stock exchanges.

B3. Energy Grid Automation Transformers and Switchgears India Limited ("Energy Grid")

1. Energy Grid, a public limited company, was incorporated on December 29, 2010 under the laws of India. The registered office of Energy Grid is located at 9th Floor, DLF Building No. 10, Tower C, DLF Cyber City, Phase II, Gurgaon 122002, Haryana, India. Its telephone number is +91 97 177 91590 and fax number is +91 120 3898700. There has been no change in the name of Energy Grid since its incorporation.

2. Energy Grid is a core investment company (under applicable Indian laws), engaged in the business of investing in group companies in India.

3. As of the date of this Letter of Offer, Energy Grid is a part of the ALSTOM and Schneider groups. However, upon completion of the Primary Acquisition, Energy Grid will be a part of the Schneider group only.

4. As of the date of this Letter of Offer, SEI holds 40,27,69,999 (forty crores, twenty seven lakhs, sixty nine thousand and nine hundred and ninety nine) equity shares of face value of Euro 1 (Euro one) (i.e. Rs. 71.34) each, representing 88.96% (eighty eight point nine-six percent) of the issued and paid-up share capital of SESI. SESI holds 54 (fifty four) equity shares of face value of Euro 5,55,655.55 (Euro five lakhs, fifty five thousand and six hundred and fifty five and fifty five cents) (i.e. Rs. 3,96,41,300.42) each, representing 30% (thirty percent) of the issued and paid-up share capital of ALSTOM Grid Finance B.V. and the balance 126 (one hundred and twenty six) equity shares of face value of Euro 5,55,655.55 (Euro five lakhs, fifty five thousand and six hundred and fifty five and fifty five cents) (i.e. Rs. 3,96,41,300.42) each, representing 70% (seventy percent) of the issued and paid-up share capital of ALSTOM Grid Finance B.V. is held by ALSTOM Holdings. As of the date of this Letter of Offer, ALSTOM Grid Finance B.V. holds the legal and beneficial interest in 5,90,04,99,994 (five hundred and ninety crores, four lakhs, ninety nine thousand and nine hundred and ninety four) equity shares of face value of Rs. 2 (Rupees two) each, representing 99.99% (ninety nine point nine-nine percent); and beneficial interest in six equity shares of face value of Rs. 2 (Rupees two) each, representing 0.01% (zero point zero-one percent), of the issued and paid-up share capital of Energy Grid. ALSTOM Grid Finance B.V. controls Energy Grid, which in turn is jointly controlled by ALSTOM Holdings and SEI in terms of the Consortium Agreement.

5. As of the date of this Letter of Offer, SEI also holds 69,87,500 (sixty nine lakhs and eighty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of SESEA, which in turns holds 15,37,500 (fifteen lakhs and thirty seven thousand and five hundred) equity shares of face value of SGD 1 (Singapore Dollar one) (i.e. Rs. 44.58) each, representing 100% (one hundred percent) of the issued and paid-up share capital of the Acquirer. Accordingly, one of the holding companies of Energy Grid, i.e. SEI, is also the holding company of the Acquirer.

6. The relevant provisions of Chapter II of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 are not applicable to Energy Grid with respect to the Target Company since BSE Limited granted its final approval for listing of the equity shares of the Target Company on March 13, 2012; The Calcutta Stock Exchange Limited granted its final approval for listing of the equity shares of the Target Company on March 15, 2012; and National Stock Exchange of India Limited granted its final approval for listing of the equity shares of the Target Company on March 16, 2012. The status of compliance with the relevant provisions of Chapter V of the SEBI (SAST) Regulations by Energy Grid with respect to the Target Company is provided below:

S. No.	**Regulation/ Sub-regulation**	**Due date of compliance mentioned in Regulation**	**Actual date of compliance**	**Delay, if any**	**Remarks**
1.	29(1)	March 30, 2012	March 29, 2012	-	This filing was made by Energy Grid in relation to its acquisition of 17,54,92,524 Equity Shares, representing 73.40% of the Voting Share Capital on March 28, 2012.
2.	30(1)	April 11,	April 7, 2012	-	Annual disclosure in

S. No.	Regulation/ Sub-regulation	Due date of compliance mentioned in Regulation	Actual date of compliance	Delay, if any	Remarks
		2012			accordance with SEBI (SAST) Regulations.
3.	30(2)	April 11, 2012	April 7, 2012	-	Annual disclosure in accordance with SEBI (SAST) Regulations.

7. The shareholding pattern of Energy Grid is as follows:

S. No.	Shareholder's Category	No. of shares held	Percentage of shares held
1.	Promoters	5,90,04,99,994 equity shares of face value of Rs. 2 each	99.99% of the issued and paid-up share capital of Energy Grid
		6 equity shares of face value of Rs. 2 each are held by 6 individuals, as nominees of ALSTOM Grid Finance B.V.	0.01% of the issued and paid-up share capital of Energy Grid
2.	FIIs/Mutual-Funds/FIs/Banks	-	-
3.	Public	-	-
	Total Paid Up Capital	5,90,05,00,000 equity shares of face value of Rs. 2 each aggregating to Rs. 11,80,10,00,000	-

10. Names, details of experience, qualifications and date of appointment of the directors on the board of directors of Energy Grid are as follows:

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
1.	Alexandre Henri Tagger	Alexandre Henri Tagger started his career at JP Morgan in London in 1994 in Corporate Finance focusing on European domestic and cross-border Mergers & Acquisitions in the financial sector. He joined Schneider Electric in Paris in 2004 and was promoted to Vice President, External Growth – Mergers & Acquisitions in 2007 and additionally named Global Mergers & Acquisition Coordinator for the group	Alexandre Henri Tagger holds a graduate degree from Ecole de Management Lyon as well as a Masters of Business Administration from the University Of Texas Red McCombs Graduate School Of	December 29, 2010	03194044

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		in 2008. He was fully involved in the ALSTOM T&D consortium acquisition in partnership with the ALSTOM group, including the review and structuring with regard to ALSTOM T&D. Since August 2010, he is based in Delhi to oversee the statutory requirements under the open offer that was made to the shareholders of ALSTOM T&D India Limited and other related formalities as per the Consortium Agreement. He is currently also the Chief Financial Officer of the Target Company.	Business (1994).		
2.	Olivier Pascal Marius Blum	Olivier Pascal Marius Blum joined the Schneider group in France in 1993, as the Marketing Engineer and became the Sales Engineer from September, 1994 and later assumed different leadership roles. He has held many senior positions such as that of Vice-President of France Sales Division and Secretary of the Executive Committee and Company Program - Vice President in 2001, where he was directly reporting to the Chief Executive Officer of the Schneider group. In 2003, he was posted in China as the Final Low Voltage Activity Director and was subsequently promoted to Director – Marketing, China. He moved to India in January, 2008 as the	Olivier Pascal Marius Blum is a postgraduate in Business, Administrative and Financial Studies from Ecole de Management, Grenoble.	December 29, 2010	02075443

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
		Managing Director of Schneider Electric India Private Limited.			
3.	Anil Chaudhry	Anil Chaudhry began his career in 1982 in the computer industry. He joined the Schneider group in 1985 as Power Plant Control Engineer and shifted to transmission and distribution business in 1995. He held various positions in design, engineering, solution integration, project management, business development and general management in France and India throughout his career of 25 years in the energy sector.	Anil Chaudhry graduated as Electronics and Telecommunication Engineer from India.	December 29, 2010	03213517
4.	Sandeep Selot	Sandeep Selot has managed different roles and responsibilities for T&D Business in India from 1991 – 2010. From January 2011 onwards, he is the Country Sales Director - Infrastructure Business and is responsible for managing the sales & marketing function for infrastructure business in India Region.	Sandeep Selot graduated as Electronics and Telecommunication Engineer from Government Engineering College, Jabalpur. He has also completed the Executive Leadership Program at Harvard Business School & Fast Track Management Program at IIM Bangalore.	January 3, 2011	05167408

S. No.	Name	Details of the experience	Details of the qualifications	Date of appointment	Director Identification Number
5.	Rajani Kesari	Rajani Kersari has worked with Dr. Reddy's Laboratories for several years in various positions such as that of Chief Financial Officer - Europe, Chief Internal Auditor, Head of Global Taxation and Finance Head for a large business unit of Dr. Reddy's Laboratories. She has also worked with KPMG in Dubai in their Assurance business, supervising audits of manufacturing and banking sectors. She also has extensive exposure to mergers and acquisitions activity in Europe followed by integration of acquisitions.	Rajani Kesari is a qualified Chartered Accountant, Cost Accountant and Certified Public Accountant from USA.	July 31, 2012	01469848
6.	Sumendra Jain	Sumendra Jain has more than 16 years of experience in the corporate sector in the field of corporate finance, accounting & controlling etc. He has worked with renowned corporate viz. Schneider Electric, LG Electronics India, ESSAR Group & Reliance Industries. He has been a speaker in various forums and associations (at national and international level).	Sumendra Jain has graduated from the JNV University and is a Fellow Member of the Institute of Chartered Accountants of India.	July 31, 2012	06366826

11. 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 Board of Directors of the Target Company. Mr. Sandeep Selot (a director on the board of directors of Energy Grid) holds 1 (one) Equity Share, as a nominee of Energy Grid.

12. Since Energy Grid was incorporated on December 29, 2010, the financial information of Energy Grid is available only for the period December 29, 2010 to March 31, 2012. Brief financial details of Energy Grid, as derived from its audited standalone financial statements for the period December 29, 2010 to March 31, 2012, are as follows. The said financials have been prepared in accordance with the Indian GAAP.

Profit and Loss Statement	For the Period December 29, 2010 to March 31, 2012 Rs. '000
Income	
Other Income - Interest on Bank Deposits	14
	14
Expenditure	
Operating and Other Expenses	21,888
	21,888
Loss before Tax	**(21,874)**
Provision for Taxation - Current	-
Provision for Taxation - Deferred	5,591
Loss after Tax and Carried over to the Balance Sheet	**(16,283)**

Balance Sheet Statement	As on March 31, 2012 Rs. '000
Sources of Funds	
Shareholders' Funds	
Share Capital	11,801,000
	11,801,000
Application of Funds	
Investments	11,774,226
Deferred Tax Asset	5,591
Current Assets, Loans and Advances	
Interest Accrued on Bank Deposits	14
Cash and Bank Balances	6,205
	6,219
Current Liabilities and Provision	
Current Liabilities - Sundry Creditors	1,319
	1,319
Net Current Assets	4,900
Profit and Loss Account	16,283
	11,801,000

	March 31, 2012
Dividend (%)	-
EPS	(0.25)

14. As per the latest audited financial statements of Energy Grid for the period December 29, 2010 to March 31, 2012, there are no contingent liabilities of Energy Grid.

15. The equity shares of Energy Grid are not listed on any stock exchanges.

B4. Other than the PACs, no other person is acting in concert with the Acquirer for the purposes of this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

4. BACKGROUND OF THE TARGET COMPANY

4.1 The Target Company, a public limited company, was incorporated on March 12, 2011 under the laws of India. The registered office of the Target Company is located at Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara 391510, Gujarat, , India. Its telephone number is + 9126 6866 2000 and fax number is +91 120 3898700. The Target Company was incorporated with the name 'Smartgrid Automation Distribution and Switchgear Limited'. Subsequently, the name of the Target Company was changed to its current name, i.e. 'Schneider Electric Infrastructure Limited' on December 8, 2011 and a fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, Gujarat, Dadar and Nagar Haveli. (*Source: Target Company Annual Report 2011-2012, Information Memorandum of the Target Company dated December 16, 2011 available on the BSE website and BSE website*)

4.2 The Target Company is engaged in the business of *inter alia* 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 equipments. (*Source: Target Company Annual Report 2011-2012*)

4.3 In the year 2011, the distribution business of ALSTOM T&D India Limited (then known as AREVA T&D India Limited) was demerged into the Target Company (then known as Smartgrid Automation Distribution and Switchgear Limited), through a scheme of demerger under Sections 391 to 394 of the Companies Act, 1956. The share swap ratio of the demerger was 1:1, such that every shareholder of ALSTOM T&D India Limited, as on the record date (i.e. December 15, 2011) became entitled to receive 1 (one) Equity Share for every 1 (one) equity share held in ALSTOM T&D India Limited. The scheme of demerger also contemplated listing of the Equity Shares on the Stock Exchanges, being the stock exchanges on which the shares of ALSTOM T&D India Limited are listed. The scheme of demerger was duly sanctioned by the Hon'ble High Courts of Gujarat and Delhi on September 19, 2011 and October 24, 2011, respectively. The scheme of demerger became effective on November 26, 2011. The Equity Shares were listed on the Stock Exchanges pursuant to the said scheme of demerger. (*Source: Target Company Annual Report 2011-2012 and Information Memorandum of the Target Company dated December 16, 2011 available on the BSE website*)

4.4 The Equity Shares were listed on BSE (Scrip Code: 534139) and NSE (Symbol: SCHNEIDER, ISIN: INE839M01018) on March 20, 2012 and on CSE (Scrip Code: 10030003) on March 22, 2012. (*Source: Target Company Annual Report 2011-2012*)

4.5 The Equity Shares are frequently traded on BSE and NSE and infrequently traded on CSE, within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations (further details are provided in paragraph 5.1.2 below).

4.6 Details of the Voting Share Capital as of the date of this Letter of Offer are as follows:

(*Source: BSE website*)

Paid up equity shares of Target Company	No. of Equity Shares/voting rights	Percentage of Equity Shares/voting rights
Equity Shares	23,91,04,035	100
Partly paid up equity shares	Nil	Nil
Total paid up Equity Shares	23,91,04,035	100
Total voting rights in Target Company	23,91,04,035	100

4.7 Trading of the Equity Shares is not currently suspended on the Stock Exchanges. (Source: *BSE, NSE and CSE websites*)

4.8 As of the date of this Letter of Offer, there are no outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. (*Source: Target Company Annual Report 2011-2012*)

4.9 The Target Company has not issued any partly paid up shares. (*Source: BSE website*)

4.10 There are no Equity Shares that are not listed on the Stock Exchanges. (*Source for listing of all the Equity Shares on BSE and NSE: BSE website, NSE website; and on CSE: Target Company*)

4.11 The details of the Board of Directors of the Target Company are set forth below: (*Source: Target Company Annual Report 2011-2012 and the Information Memorandum of the Target Company dated December 16, 2011 available on the BSE website*)

S. No.	Name	Date of appointment	Designation	Director Identification Number
1.	Vinod Kumar Dhall	December 16, 2011	Chairman	02591373
2.	Prakash Kumar Chandraker	December 16, 2011	Managing Director	05150366
3.	Olivier Pascal Marius Blum	March 12, 2011	Director	02075443
4.	Anil Chaudhry	March 12, 2011	Director	03213517
5.	Ranjan Pant	December 16, 2011	Director	00005410
6.	Alexandre Henri Tagger	March 12, 2011*	Whole Time Director	03194044

* *Mr. Alexandre Henri Tagger was appointed as one of the first directors of the Target Company on March 12, 2011. He was appointed as the whole-time director of the Target Company, effective April 1, 2012, at the meeting of the Board of Directors of the Target Company held on May 29, 2012.*

4.12 The Acquirer and the PACs do not directly have any representation on the Board of Directors of the Target Company, as of the date of this Letter of Offer. 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 and in terms of Regulation 24(4) of the SEBI (SAST) Regulations, such directors have not participated and shall not participate in any deliberations of the Board of Directors of the Target Company or vote on any matter in relation to this Offer. Mr. Alexandre Henri Tagger is also the Chief Financial Officer of the Target Company.

4.13 As of the date of this Letter of Offer, other than Mr. Sandeep Selot, who is a director on the board of directors of Energy Grid and holds 1 (one) Equity Share as a nominee of Energy Grid, the directors of the Acquirer and the PACs do not hold any Equity Shares.

4.14 The Target Company was incorporated on March 12, 2011. Therefore, the audited standalone financial statements of the Target Company are available only for the financial years ended March 31, 2012 and March 31, 2011. The brief financial details of the Target Company, as derived from its audited standalone financial statements as at and for the financial years ended March 31, 2012 and March 31, 2011 are as follows. The said financials have been prepared in accordance with the Indian GAAP.

	For the 12-month period ending March 31,	
	2012	**2011**
Profit and Loss Statement	**Rs. million**	**Rs. million**
Income		
Revenue from operations (gross)	14,518.78	-
Less: excise duty	1,026.86	-
Revenue from operations (net)	13,491.92	-
Other income	43.09	-
Total revenue (I)	**13,535.01**	**-**
Expenses		
Cost of raw material and components consumed	9,456.61	-
(Increase)/ Decrease in Inventories of finished goods and work-in-progress	84.87	-
Employee benefits expense	1,224.38	-
Other expenses	1,782.73	0.18
Total Expenses (II)	**12,548.59**	**0.18**
Earnings before interest, tax and depreciation and amortisation (EBITDA) (I) - (II)	**986.42**	**(0.18)**
Depreciation and amortisation	215.01	-
Finance costs	158.47	-
Profit/ (loss) before tax	**612.94**	**(0.18)**
Tax expenses		
Current tax	229.37	-
Deferred tax	(14.08)	(0.02)
Total tax expense	**215.29**	**(0.02)**
Profit/ (loss) for the year	**397.65**	**(0.16)**

	As on March 31,	
	2012	**2011**
Balance Sheet Statement	**Rs. million**	**Rs. million**
Equity and liabilities		
Shareholders' funds		
Share capital	478.21	1.00

	As on March 31,	
	2012	2011
Balance Sheet Statement	**Rs. million**	**Rs. million**
Reserves and surplus	2,191.44	(0.16)
	2,669.65	**0.84**
Non-current liabilities		
Long-term provisions	194.65	-
	194.65	**-**
Current liabilities		
Short-term borrowings	2,248.17	-
Trade payables	5,851.90	0.17
Other current liabilities	1,179.00	0.01
Short-term provisions	332.53	-
	9,611.60	**0.18**
TOTAL	**12,475.90**	**1.02**
Assets		
Non-current assets		
Fixed assets	-	-
Tangible assets	2,072.69	-
Capital work-in-progress	13.45	-
Deferred tax assets (net)	82.39	0.02
Trade receivables	719.75	-
Long-term loans and advances	85.79	-
	2,974.07	**0.02**
Current assets		
Inventories	1,852.61	-
Trade receivables	6,425.89	-
Cash and cash equivalents	107.72	-
Short-term loans and advances	998.71	1.00
Other current assets	116.90	-
	9,501.83	**1.00**
TOTAL	**12,475.90**	**1.02**

	For the 12-month period ending March 31,	
Other financial data	**2012**	**2011**
Dividend (%)	-	-
Earnings per share (Rs.)	1.66	(0.31)
Return on Net worth (%)	14.89%	Not Meaningful
Book Value per share (Rs.)	11.17	1.68

4.15 The shareholding pattern of the Target Company before (i.e. as of June 30, 2012) and after this Offer, is as follows:

(*Source: BSE website*)

Shareholders' Category	**Shareholding & voting rights prior to the agreement/ acquisition and this Offer**		**Equity Shares /voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations**		**Equity Shares/voting rights to be acquired in this Offer (Assuming full acceptances)**		**Shareholding / voting rights after the acquisition and this Offer**	
	(A)		(B)		(C)		(A)+(B)+(C) =(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter group								
a. Parties to agreement, if any (i.e. the Acquirer)	-	-	-	-	**	**	**	**
b. Promoters other than (a) above (i.e. **<u>Energy Grid – same as 2b. below</u>**)	17,54,92,524	73.40%	-	-	**	**	17,54,92,524**	73.40%**
Total 1(a+b)	17,54,92,524	73.40%	-	-	**	**	17,54,92,524**	73.40%**
(2) Acquirers								
a. Main Acquirer	-	-	-	-	**	**	**	**
b. PACs (i.e. Energy Grid)	17,54,92,524	73.40%	-	-	**	**	17,54,92,524**	73.40%**
Total 2(a+b)	17,54,92,524	73.40%	-	-	6,21,67,050	26.00%	23,76,59,574	99.40%
(3) Parties to agreement other than (1) (a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirers & PACs)								
a. FIs/MFs/FIIs/Banks, SFIs (Indicate names)	3,13,36,785	13.11%	-	-	-	-	14,44,461	0.60%
b. Others	3,22,74,726	13.50%	-	-	-	-		
(total number of Shareholders in "Public category")	59,144	-	-	-	-	-		
Total (4)(a+b)	6,36,11,511	26.60%	-	-	-	-		
Grand Total (1+2+3+4)	23,91,04,035	100.00%	-	-	-	-	23,91,04,035	100.00%

**Note: This Offer is pursuant to an indirect acquisition of voting rights in and control by the Acquirer over the Target Company.*

*** The Acquirer and/or the PACs will acquire 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital (assuming full acceptance).*

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

5.1.1 The Equity Shares are listed on the Stock Exchanges.

5.1.2 The trading turnover of the Equity Shares during the following periods:

(i) For BSE and NSE - March 20, 2012 (i.e. date of permissions granted by BSE and NSE for commencement of trading of the Equity Shares on BSE and NSE, respectively) to August 31, 2012 (i.e. last day of the preceding month in which the PA is made); and

(ii) For CSE - March 22, 2012 (i.e. date of permission granted by CSE for commencement of trading of the Equity Shares on CSE) to August 31, 2012 (i.e. the last day of the preceding month in which the PA is made),

are set forth below:

Stock Exchange	**Number of Equity Shares traded**	**Total number of listed Equity Shares**	**Trading turnover (as a percentage of total listed Equity Shares)**
BSE	19,47,29,804	23,91,04,035	81.4%
NSE	2,93,42,220	23,91,04,035	12.3%
CSE	-	23,91,04,035	-

(*Source for BSE and NSE trading information: BSE and NSE websites ; and CSE trading information : Target Company*)

Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded on NSE and BSE and infrequently traded on CSE.

5.1.3 The Offer Price of Rs. 83.10 (Rupees eighty three and ten paise) per Equity Share is justified in terms of Regulations 8(2) and 8(5) of the SEBI (SAST) Regulations, in view of the following:

(a)	Highest negotiated price per Equity Share under the Share Purchase Agreement	Rs. 73.35* per Equity Share
(b)	Volume-weighted average price paid by the Acquirer or by any PAC, during the 52 weeks immediately preceding the date of the PA	Rs. 67 per Equity Share**
(c)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any PAC, during the 26 weeks immediately preceding the date of the PA	Rs. 67 per Equity Share **
(d)	Volume-weighted average market price of the Equity Shares	Rs. 83.09 per

	for a period of 60 trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period, provided such Equity Shares are frequently traded	Equity Share (refer to paragraph 5.1.4 below)
(e)	Per Equity Share value, as required under Regulation 8(5) of SEBI (SAST) Regulations	Rs. 73.35 per Equity Share (refer to paragraph 5.1.5 below)

* *As per the terms of the Share Purchase Agreement, the Acquirer has agreed to pay a sum of Euro 17,75,60,244 (Euro seventeen crores, seventy five lakhs, sixty thousand and two hundred and forty four) (i.e. Rs. 12,66,74,14,182) to ALSTOM Grid Finance B.V., determined on the basis of the valuation report dated September 15, 2012 of Bansi S. Mehta & Co., Chartered Accountants (for purposes of determining the said purchase price, the parties have mutually agreed to take into account Rs. 73.35 (Rupees seventy three and thirty five paise) as the per share value of the Equity Share, based on the said valuation report).*

** *Energy Grid acquired 17,54,92,524 (seventeen crores, fifty four lakhs, ninety two thousand and five hundred and twenty four) Equity Shares, representing 73.40% (seventy three point four percent) of the Voting Share Capital through a block deal on March 28, 2012 at a price of Rs. 67 (Rupees sixty seven) per Equity Share.*

Therefore, in terms of Regulations 8(2) and 8(5) of the SEBI (SAST) Regulations, the Offer Price of Rs. 83.10 (Rupees eighty three and ten paise) per Equity Share is justified.

5.1.4 The price and volume data of the Equity Shares on NSE, i.e. where the Equity Shares are most frequently traded, for a period of 60 (sixty) trading days immediately preceding the date of the PA, as per Regulation 8(2) of the SEBI (SAST) Regulations, are set forth below:

S. No.	Date	Total traded Equity Shares	Total turnover (in Rs. lakhs)	Volume weighted average price (in Rs.)
1	22-Jun-12	1,85,437	145.40	78.41
2	25-Jun-12	1,81,457	141.71	78.10
3	26-Jun-12	1,19,772	91.67	76.54
4	27-Jun-12	77,348	59.33	76.71
5	28-Jun-12	79,765	59.77	74.93
6	29-Jun-12	1,09,722	82.25	74.96
7	2-Jul-12	78,999	58.65	74.24
8	3-Jul-12	1,56,746	118.07	75.33
9	4-Jul-12	2,01,889	155.61	77.08
10	5-Jul-12	7,38,786	599.84	81.19
11	6-Jul-12	2,16,283	176.78	81.74
12	9-Jul-12	1,72,910	139.24	80.53
13	10-Jul-12	4,46,425	373.96	83.77
14	11-Jul-12	1,57,631	131.68	83.54
15	12-Jul-12	89,172	73.17	82.05
16	13-Jul-12	2,80,544	235.43	83.92
17	16-Jul-12	88,856	72.36	81.44

18	17-Jul-12	1,30,470	105.93	81.19
19	18-Jul-12	68,296	55.38	81.09
20	19-Jul-12	64,274	52.30	81.37
21	20-Jul-12	1,00,104	81.24	81.16
22	23-Jul-12	38,574	31.06	80.52
23	24-Jul-12	48,741	38.88	79.77
24	25-Jul-12	1,33,145	102.73	77.16
25	26-Jul-12	99,560	75.58	75.91
26	27-Jul-12	1,30,927	99.20	75.77
27	30-Jul-12	1,00,237	75.74	75.56
28	31-Jul-12	42,050	32.23	76.65
29	1-Aug-12	3,87,709	296.45	76.46
30	2-Aug-12	2,55,952	208.68	81.53
31	3-Aug-12	5,02,247	427.73	85.16
32	6-Aug-12	2,34,654	201.12	85.71
33	7-Aug-12	1,03,945	87.66	84.33
34	8-Aug-12	67,340	56.02	83.19
35	9-Aug-12	90,420	72.74	80.45
36	10-Aug-12	23,003	18.46	80.25
37	13-Aug-12	1,27,402	105.32	82.67
38	14-Aug-12	1,11,864	94.17	84.18
39	16-Aug-12	98,060	82.10	83.72
40	17-Aug-12	1,08,869	91.11	83.69
41	21-Aug-12	1,25,381	106.61	85.03
42	22-Aug-12	1,02,389	87.89	85.84
43	23-Aug-12	3,39,504	302.17	89.00
44	24-Aug-12	3,75,063	336.11	89.61
45	27-Aug-12	97,872	86.31	88.19
46	28-Aug-12	1,77,879	154.17	86.67
47	29-Aug-12	96,618	83.66	86.59
48	30-Aug-12	54,004	47.38	87.73
49	31-Aug-12	73,427	65.07	88.62
50	3-Sep-12	42,867	37.28	86.97
51	4-Sep-12	98,850	86.99	88.00
52	5-Sep-12	2,09,343	189.10	90.33
53	6-Sep-12	58,898	52.05	88.37
54	7-Sep-12	46,797	41.45	88.57
55	8-Sep-12	8,468	7.43	87.74
56	10-Sep-12	1,83,065	164.14	89.66
57	11-Sep-12	1,62,400	147.38	90.75
58	12-Sep-12	51,270	46.49	90.68
59	13-Sep-12	1,13,567	101.74	89.59
60	14-Sep-12	2,05,826	188.76	91.71
	Total	**90,73,073**	**7,538.93**	**83.09**

(*Source: NSE website*)

5.1.5 Bansi S. Mehta & Co., Chartered Accountants (Address: Merchant Chamber, 3rd Floor, 41, New Marine Lines, Mumbai 400 020, Maharashtra, India; Tel.: +91 22 2200 4002; Fax: +91 22 2205 0147; and membership registration number: 100991W) in its valuation report dated September 15, 2012, has applied the valuation methodology prescribed by the Honorable Supreme Court of India in the case of *Hindustan Lever Employees Union* v. *Hindustan Lever Limited* (1995 83 Com. Case 30), wherein the Honorable Court had opined that the fair value of a listed company can be assessed based on the following: (i) market based value; (ii) earning based value; and (iii) net asset value. That decision, however, also indicates that reference to the net asset value may be less important, having regard to the universally acknowledged failure of financial statements to adequately reflect the value of the company's net assets (since financial statements are prepared on certain concepts and conventions, e.g. historical cost concept).

Therefore, the fair value of the Equity Shares of Rs. 73.35 (Rupees seventy three and thirty five paise) is calculated based on the asset base, profits and the market price. Bansi S. Mehta & Co. has for this purpose relied on the relevant market multiples of the comparable companies, as also factored in the Target Company's own multiples. Bansi S. Mehta & Co. has relied on the data of Earnings Before Interest Depreciation and Tax, Profit After Tax and the Net Book Value of the Target Company, as is emerging from the last audited accounts of the Target Company. Bansi S. Mehta & Co. has then applied weights to the approaches, such that the values computed under the earnings and the market price carry a higher weight compared to the value based on the assets.

5.1.6 There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. (*Source: BSE and NSE websites*)

5.1.7 There has been no revision in the Offer Price or to the Offer Size as of the date of this Letter of Offer.

5.1.8 In the event of acquisition of the Equity Shares by the Acquirer and/or any of the PACs during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

5.1.9 An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 (three) Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PACs shall: (i) make a public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously with the issue of such announcement, inform the Stock Exchanges, SEBI and the Target Company at its registered office of such revision.

5.2 Financial Arrangement

5.2.1 The total funding requirement for this Offer assuming full acceptance of this Offer, is Rs. 5,16,60,81,855 (Rupees five hundred and sixteen crores, sixty lakhs, eighty one thousand and eight hundred and fifty five) ("**Maximum Consideration**").

5.2.2 The Acquirer and the PACs have made firm financial arrangements for fulfilling the payment obligations under this Offer and the Acquirer and the PACs are able to implement this Offer.

5.2.3 SESI has given an undertaking to the Manager to the Offer to directly or indirectly enable the Acquirer and/or the other PACs to meet the payment obligations under this Offer in accordance with its terms. Source of funds shall be cash available with SESI in its bank account maintained with BNP Paribas Fortis. BNP Paribas Fortis, by its letter dated September 17, 2012, has confirmed that an amount of Euro 7,60,00,000 (Euro seven crore and sixty lakhs), which is equal to or more than 100% (one hundred percent) of the Maximum Consideration (based on the RBI's exchange rate of Euro 1 = Rs. 71.34 as on September 14, 2012) is available with SESI, in order to enable the Acquirer to fulfill its payment obligations under this Offer in accordance with its terms.

5.2.4 On behalf of the Acquirer, Bank of America N.A., a national banking association organized under the laws of the United States of America, having its head office at Charlotte, North Carolina, USA and carrying on the business of banking in India as a scheduled commercial bank and acting through its branch in India located at Express Towers, Nariman Point, Mumbai for the purposes of this Offer ("**Escrow Bank**") has issued an unconditional, irrevocable and on demand bank guarantee in favour of the Manager to the Offer dated September 18, 2012 ("**Guarantee**") in terms of Regulation 17 of the SEBI (SAST) Regulations. The Guarantee is valid until June 17, 2013, i.e. throughout the Offer Period and for an additional period of 30 (thirty) days after completion of payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer, in accordance with Regulation 17(6) of the SEBI (SAST) Regulations. The Guarantee is for a sum of Rs. 1,26,70,00,000 (Rupees one hundred and twenty six crores and seventy lakhs), which is at least equivalent to the minimum prescribed amount of 25% (twenty five percent) for the first Rs. 5,00,00,00,000 (Rupees five hundred crores) of the Maximum Consideration and 10% (ten percent) thereafter on the balance of the payment consideration payable under this Offer, in accordance with Regulation 17(1) of the SEBI (SAST) Regulations. The Guarantee entitles the Manager to the Offer to realize the value thereof in terms of the SEBI (SAST) Regulations.

5.2.5 In addition to the Guarantee, in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer, the Manager to the Offer and the Escrow Bank have entered into an agreement on September 18, 2012 (''**Offer Escrow Agreement**''). Pursuant to the Offer Escrow Agreement, the Acquirer has established an escrow account under the name and title of "Schneider Electric Singapore Pte Ltd Escrow Account" ("**Offer Escrow Account**") with the Escrow Bank and has made a cash deposit of Rs. 5,16,61,000.13 (Rupees five crores, sixteen lakhs and sixty one thousand and thirteen paise), being at least equal to, 1% (one percent) of the Maximum Consideration in the Offer Escrow Account. The Manager to the Offer has been duly authorized to realize the monies lying to the credit of the Offer Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.6 Ernst & Young, Belgium, Telephone: +32 2 774 9111 Fax: +32 2 774 9090 has, by its certificate dated September 18, 2012, certified that the amount available with SESI, as stated in paragraph 5.2.3 above is at least equal to the Maximum Consideration.

5.2.7 Based on the above, the Manager to the Offer is satisfied of the ability of the Acquirer and the PACs to implement this Offer in accordance with the SEBI (SAST) Regulations.

5.2.8 In case of revision of the Offer Price and/or the Offer Size, the Acquirer and the PACs shall (i) make further deposits into the Offer Escrow Account; and (ii) provide an additional bank guarantee in favour of the Manager to the Offer, to ensure compliance with Regulation 17(2) of the SEBI (SAST) Regulations.

6. TERMS AND CONDITIONS OF THIS OFFER

6.1 This Offer is being made by the Acquirer and the PACs to (i) all the Shareholders, whose names appear in the register of members of the Target Company as of the close of business on October 30, 2012, i.e. the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on October 30, 2012, i.e. the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. November 29, 2012, but who are not the registered Shareholders.

6.2 This Offer is being made by the Acquirer and the PACs to all the Shareholders, to acquire up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares, representing 26% (twenty six percent) of the Voting Share Capital, as of the 10th (tenth) Working Day from the Closure of the Tendering Period, subject to the terms and conditions mentioned in the PA, DPS and this Letter of Offer.

6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.

6.4 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.5 There has been no revision in the Offer Price or the Offer Size as of the date of this Letter of Offer. In the event of acquisition of the Equity Shares by the Acquirer or any of the PACs during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.6 An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last 3 (three) Working Days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PACs shall: (i) make a public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously with the issue of such announcement, inform the Stock Exchanges, SEBI and the Target Company at its registered office.

6.7 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms of this Offer.

6.8 Accidental omission to dispatch this Letter of Offer to any Shareholder to whom this Offer has been made or non-receipt of this Letter of Offer by any such Shareholder shall not invalidate this Offer in any way.

6.9 Each Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.

6.10 The Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances. The Acquirer and/or the PACs shall acquire the Equity Shares that are validly accepted in this Offer, together with all rights attached thereto, including the rights to dividends, bonuses and rights offers declared thereof.

6.11 The acceptance of this Offer is entirely at the discretion of the Shareholders. The Acquirer and the PACs will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interests in this regard.

6.12 The acceptance of this Offer must be unconditional, absolute and unqualified and should be sent with the attached Form of Acceptance-cum-Acknowledgement duly filled in, signed by the applicant Shareholder(s), which should be received by the Registrar to the Offer at the address mentioned in paragraph 7.3 below on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by the Shareholder, the Manager to the Offer and the Acquirer and the PACs reserve the right to reject the acceptance of this Offer by such Shareholder.

6.13 The Shareholders who have accepted this Offer by tendering their Equity Shares and requisite documents in terms of the PA, DPS and this Letter of Offer, are **not** entitled to withdraw such acceptance during the Tendering Period for this Offer.

6.14 In the event that the Equity Shares tendered in this Offer by the Shareholders are more than the Equity Shares to be acquired in this Offer, the acquisition of the Equity Shares from each Shareholder will be on a proportionate basis as detailed in paragraph 7.16 below.

6.15 To the best of the knowledge of the Acquirer and PACs, the Target Company has no Equity Shares that are currently locked-in. (*Source: BSE website*)

6.16 Statutory & Other Approvals

6.16.1 To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and/or the PACs to complete this Offer. However, in case of any statutory approvals being required by the Acquirer and/or the PACs at a later date, this Offer shall be subject to such approvals and the Acquirer and/or the PACs shall make the necessary applications for such approvals.

6.16.2 NRI and OCB holders of the Equity Shares, must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI, since the Equity Shares validly accepted in this Offer may be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the Foreign Investment Promotion Board ("**FIPB**") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Equity Shares are held under general permission and whether on repatriable basis or non repatriable. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and the PACs for effecting the Primary Acquisition.

6.16.3 In case of delay in receipt of any such statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and the PACs agreeing to pay interest to the Shareholders for delay beyond 10 (ten) Working Days at such rate, as may be specified by SEBI. Provided where the statutory approvals extend to some but not all Shareholders, the Acquirer and the PACs will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

6.16.4 The Acquirer and the PACs have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals indicated above are refused or if the conditions specified in paragraph 2.1.5 above are not fulfilled for any reason outside the reasonable control of the Acquirer and/or the PACs and the underlying Share Purchase Agreement is rescinded. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, the Stock Exchanges and to the Target Company at its registered office.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

7.1 This Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be mailed to the Shareholders, whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on October 30, 2012, i.e. the Identified Date.

7.2 The Shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from SEBI website at www.sebi.gov.in, or obtain it from the Registrar to the Offer, and send in their acceptances to the Registrar to the Offer by filling the same.

7.3 The Shareholders who wish to accept this Offer can hand-deliver the Form of Acceptance-cum-Acknowledgement along with the other documents required to accept this Offer, at any of the collection centers mentioned below so as to reach the Registrar to the Offer during business hours on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period, in accordance with the procedure as set out in this Letter of Offer:

S. No.	Area	Address	Contact Person	Telephone	Fax	Mode of Delivery	Timings	
1.	**New Delhi**	Bigshare Services Private Limited F-63, 1st Floor Bhagat Singh Market, Near Gole Market, New Delhi-110001	Mr. Rakesh Kumar Sharma	+91 11 23746905	+91 11 23746905	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
2.	**Kolkata**	Bigshare Services Private Limited C/o Maheshwari Datamatics Pvt Ltd 2nd Floor, 6, Mangoe Lane Kolkata - 700 001	Mr. Rajgopal	+91 33 22435029	+91 33 22484787	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
3.	**Hyderabad**	Bigshare Services Private Limited 306, 3rd Floor, Right Wing, Amrutha Ville, Opp.Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082	Mr. Saikumar	+91 40 2337 4967	+91 40 23370295	Hand Delivery	10:00 to 16:30	Monday to Saturday
4.	**Baroda**	Bigshare Services Private Limited C/o Skystock Services India Pvt Ltd 45, Taskent Society, Opp. Axis Bank, Near Delux Society Nizampura, Baroda-390002	Mr. Sanjay Suthar	+91 9825450718	+91 265 2775420	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
5.	**Chennai**	Bigshare Services Private Limited C/o Skystock Services India Pvt. Ltd. D9, First Floor, Persan Complex, 121, Koddambakkam High Road Chennai - 600006	Mr. Suresh Poojary	+91 9884922698	+91 44 28250506	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
6.	**Mumbai**	Bigshare Services Private Limited E2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai - 400 072	Mr. Malla S	+91 22 40430200	+91 22 28475207	Hand Delivery/ By Post & Courier	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday

7.4 The Equity Shares and all other relevant documents should only be sent to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer, the PACs or the Target Company.

7.5 Applicants who cannot hand deliver their documents at any of the collection centers referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at its address: Bigshare Services Pvt. Ltd.; Address: E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai – 400 072; Tel: +91 22 4043 0200; Fax: +91 22 2847 5207; Email: openoffer@bigshareonline.com; and Contact Person: Babu Raphael, so as to reach the Registrar to the Offer on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period.

7.6 Shareholders who are holding Equity Shares in physical form:

7.6.1 The Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer will be required to duly complete, sign and send the Form of Acceptance-cum-Acknowledgement in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer. Original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, in accordance with the instructions specified in this Letter of Offer and the Form of Acceptance-cum-Acknowledgement along with self attested copy of PAN Card of all the transferors are required to be submitted.

7.6.2 Valid transfer deed(s) should be duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor’s bank.

Notwithstanding that the signature(s) of the transferor(s) has been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such Equity Shares are liable to be rejected in this Offer.

7.7 Shareholders who are holding Equity Shares in dematerialized form:

7.7.1 Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with the photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instructions in “Off-market” mode, duly acknowledged by the DP, in favor of the Depository Escrow Account. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.

7.7.2 The Registrar to the Offer has opened a special depository account with DSP Merrill Lynch Limited called “SEIL Open Offer Escrow” (“**Depository Escrow Account**”). The Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

- Depository Participant Name: DSP Merrill Lynch Limited
- DP ID: IN302638
- Client ID: 10065381
- Account Name: SEIL Open Offer Escrow
- Depository: National Securities Depository Limited

7.7.3 It is the sole responsibility of the Shareholder to ensure credit of its Equity Shares in the Depository Escrow Account above, on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period.

7.7.4 The Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.

7.7.5 The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the Tendering Period is liable to be rejected.

7.7.6 For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement.

7.8 Shareholders who have sent their Equity Shares for dematerialization:

7.8.1 The Shareholders who have sent their Equity Shares for dematerialization who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Shareholder's DP, in accordance with the instructions mentioned in paragraph 7.7 above. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein by the sole/joint Shareholder(s) whose name appears on the share certificates and in the same order and as per the specimen signature lodged with the Target Company.

7.8.2 Such Shareholders need to ensure that the process of getting their Equity Shares dematerialized is completed in time for the credit in the Depository Escrow Account, to be received on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period, or else their application will be rejected. Alternatively, if the Equity Shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Equity Share certificate(s) in this Offer as per the procedure mentioned in paragraph 7.6 above.

7.9 Unregistered Shareholders can also send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, together with the original Equity Share certificates, valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their Equity Shares, either by hand delivery or by registered post, so that the same are received on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period .Valid share transfer deeds, as received from the market, duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self attested copy of PAN card of all the transferees, should be submitted along with the application. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance. An additional valid share transfer deed should be duly signed by the unregistered owner(s) as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. No indemnity is required from the unregistered Shareholders. In case the Equity Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the Equity Share certificate(s) and the transfer deed(s). The Shareholders should ensure that the Equity Share certificate(s) and above documents reach the designated collection centre on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period.

7.10 The Shareholders should also provide all relevant documents, which are necessary to ensure transfer of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

- duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original Shareholder is no more;
- duly attested power of attorney if any person apart from the Shareholder has signed the application form and/or transfer deeds;
- in case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
- banker's certificate certifying inward remittances of funds for acquisition of Equity Shares; and
- any other relevant documents.

7.11 In case of non-receipt of this Letter of Offer, the eligible persons may send their acceptance to this Offer to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, together with the documents as mentioned above so as to reach the Registrar to the Offer on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period, or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Offer, on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period. In case of physical Equity Shares, original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The Shareholders who have lodged their Equity Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the Equity Shares. Shareholders who have sent their Equity Shares for dematerialization/re-materialization need to ensure that the process of getting Equity Shares dematerialized/rematerialized is completed well in time so that the credit in the Depository Escrow Account is received or physical Equity Share certificates are received by the Registrar to the Offer on or before 16:30 on November 29, 2012, i.e. Closure of the Tendering Period, else their application would be rejected.

7.12 NRI and OCB holders of the Equity Shares, must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI, since the Equity Shares validly accepted in this Offer may be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Equity Shares are held under general permission and whether on repatriable basis or non repatriable. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and the PACs for effecting the Primary Acquisition.

7.13 In case of delay in receipt of any statutory approvals, which may be required by the Acquirer and/or the PACs at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and the PACs agreeing to pay interest to the Shareholders for delay beyond 10 (ten) Working Days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all the Shareholders, the Acquirer and the PACs will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

7.14 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Applications in respect of the Equity Shares that are the subject of litigation, wherein the Shareholders may be prohibited from transferring their Equity Shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered in this Offer. This Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.15 The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account, the Form of Acceptance-cum-Acknowledgement, if any, the transfer form(s) and other documents submitted on behalf of the Shareholders whose Equity Shares have been validly accepted in this Offer, till completion of formalities relating to this Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of the Equity Share certificates from the Target Company.

7.16 If the aggregate valid responses to this Offer by the Shareholders are more than the Equity Shares agreed to be acquired in this Offer, then the offers received from the Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of the Equity Shares from a Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot of the Target Company is 1 (one) Equity Share. (*Source: BSE and NSE websites*)

7.17 Unaccepted Equity Share certificates, transfer deeds and other documents, if any, will be returned by registered post at the Shareholders'/unregistered Shareholders' sole risk to the sole/first Shareholder. The unaccepted Equity Shares held in dematerialized form will be credited back to the same account from which they were tendered. It will be the responsibility of the Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. The Shareholders holding the Equity Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. It is advised that the demat account is maintained till the completion of the Offer formalities.

7.18 Payment to those Shareholders whose Equity Share are validly accepted, will be by way of a bankers' cheque/demand draft/NEFT/RTGS. The Shareholders who opt for receiving consideration through NEFT/RTGS are requested to give the authorization for the same in the Form of Acceptance-cum-Acknowledgement and enclose a photocopy of cheque along with the Form of Acceptance-cum-Acknowledgement. In case of the Shareholder(s) holding the Equity Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at its own risk). The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered in this Offer and (i) any corresponding payment for the acquired Equity Shares and/or (ii) the Equity Share certificates for any rejected Equity Shares, will be dispatched to the Shareholders by registered post or by ordinary post as the case may be*, at the Shareholder's sole risk. The Equity Shares held in dematerialized form to the extent not acquired will be credited back to the same account from which they were tendered.

** Dispatches involving payment of a value in excess of Rs. 1,500 (Rupees one thousand and five hundred) will be made by registered post at the Shareholder's sole risk. All other dispatches will be made by ordinary post at the Shareholder's sole risk.*

7.19 For Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Shareholder's sole risk.

7.20 All bankers' cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the Shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.

7.21 Compliance with Tax requirements:

7.21.1 General

(a) The Shareholders, receiving income from sources mentioned under paragraphs 7.21.2, 7.21.3 and 7.21.4 below, are required to submit a copy of their PAN card to the Registrar to the Offer, along with the Form of Acceptance-cum-Acknowledgment. In case the PAN card is not submitted or is invalid or found to not belong to the Shareholder, the Acquirer and/or the PACs will arrange to deduct tax at the rate of 20% (twenty percent) (as provided in Section 206AA of the Income-tax Act, 1961 ("**Income Tax Act**") or the rate, as applicable, to the category of the Shareholder under the Income Tax Act, whichever is higher.

(b) Each Shareholder shall certify its tax residency status (i.e. whether resident or non-resident) and its tax status (i.e. whether individual, firm, company, association of persons/body of individuals, trust, any other, etc.) by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. In case of ambiguity, incomplete or conflicting information or the information not being provided by the Shareholder, taxes shall be deducted at the maximum rate of tax i.e. 42.02% (forty two point zero-two percent) on the entire payment consideration/interest.

(c) No request from any Shareholder shall be taken, under any circumstances, for non-deduction of tax at source or deduction of tax at a lower rate, on the basis of any self computation/computation by any tax consultant, of capital gain and/or interest, if any, and tax payable thereon.

(d) Securities transaction tax will not be applicable to the Equity Shares accepted in this Offer.

Non-resident Shareholders

(e) As per the provisions of Section 195(1) of the Income Tax Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct income tax at the rates in force (including surcharge and education cess as applicable). The consideration received by the non-resident Shareholders for the Equity Shares accepted in this Offer may be chargeable to tax in India, either as capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, depending on the facts and circumstances of the case. The Acquirer and/or the PACs will be required to deduct tax at source (including surcharge and education cess) at the applicable rate as per the Income Tax Act on such capital gains/business profits. Further, the payment of any interest (paid for delay in payment of Offer Price) by the Acquirer and/or the PACs to a non-resident Shareholder may be chargeable to tax, as income from other sources under Section 56 of the Income Tax Act. The Acquirer and/or the PACs will be required to deduct tax at source (including surcharge and education cess) at the applicable rate as per the Income Tax Act on such interest.

(f) A non-resident Shareholder who is a resident of a jurisdiction with which India has entered into a double taxation avoidance agreement ("**DTAA**"), would be entitled to claim benefit of provisions of the DTAA, provided such Shareholder furnishes the 'Tax Residency Certificate' provided to him/it by the income tax authority of the foreign country of which the Shareholder is a resident, in a format prescribed by the Central Board of Direct Taxes and also a certificate stating that such Shareholder does not have a 'permanent establishment' in India in terms of the DTAA. In the case of non-resident shareholder who is a resident of a jurisdiction with which India has not entered into a DTAA, such shareholder should furnish a certificate stating that it does not constitute a business connection in India as defined in Section 9(1)(i) of the Income Tax Act. In case there is a permanent establishment in India, non-resident Shareholder must enclose a no-objection certificate or a certificate for deduction of tax at a lower rate ("**Certificate for Deduction of Tax at Lower Rate**") from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the payment consideration and/or the amount of interest. In the absence of such 'Tax Residency Certificate' or 'Certificate for Deduction of Tax at Lower Rate', the Acquirer and/or the PACs will arrange to deduct tax in accordance with the provisions of the Income Tax Act and without having regard to provisions of any DTAA.

7.21.2 **Tax Implications in case of non-resident Shareholders (other than FIIs)**

Payment of Consideration & Interest

(a) While tendering the Equity Shares in this Offer, NRIs, OCBs and other non-resident Shareholders (excluding FIIs) will be required to submit a Certificate for Deduction of Tax at Lower Rate from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the payment consideration and/or the amount of interest. The Acquirer and/or the PACs will arrange to deduct taxes at source in accordance with such Certificate for Deduction of Tax at Lower Rate.

(b) In case of ambiguity, incomplete or conflicting information or if the information or the Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer and/or the PACs will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, under the Income Tax Act on the entire payment consideration and/or amount of interest payable to such Shareholder.

(c) NRIs, OCBs and other non-resident Shareholders (excluding FIIs) will be required to certify the nature of its holding (i.e. whether Capital Account of Trade Account) of the Equity Shares by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement.

(d) NRIs, OCBs and other non-resident Shareholders (excluding FIIs) holding Equity Shares under Capital Account will be further required to certify the nature of its holding (i.e. whether Long Term Capita Asset or Short Term capital Asset) of Equity Shares in the Target Company by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement.

7.21.3 Tax Implications in case of FIIs

Payment of Consideration

(a) As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source is required to be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, to an FII. However, for the purposes of availing this exemption from deduction of tax, FII shall be required to certify the nature of its income (i.e. whether capital gains arising on transfer of investment asset or business income arising on transfer of trade asset) on the sale of the Equity Shares by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. The benefits under Section 196D(2) of the Income Tax Act are applicable only in those cases where the nature of the FII income is capital gains.

(b) Notwithstanding anything contained in paragraph 7.21.3(a) above, in absence of the certificates/declarations as contemplated in paragraph 7.21.3(a) above (as applicable), the Acquirer and/or the PACs shall deduct tax at the maximum marginal rate, as may be applicable to the category of the Shareholder under the Income Tax Act, on the entire payment consideration amount payable to such Shareholder (i.e. FII).

(c) Notwithstanding anything contained in paragraphs 7.21.3(a) and (b) above, in case an FII furnishes a Certificate for Deduction of Tax at Lower Rate, the Acquirer and/or the PACs will arrange to deduct taxes at source in accordance with the Certificate for Deduction of Tax at Lower Rate.

Payment of Interest

(a) For interest payments by the Acquirer and/or the PACs for delay in payment of the Offer Price, if any, FIIs will be required to submit a Certificate for Deduction of Tax at Lower Rate from the income tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the amount of interest. The Acquirer and/or the PACs will arrange to deduct taxes at source in accordance with such Certificate for Deduction of Tax at Lower Rate.

(b) In case of ambiguity, incomplete or conflicting information or if the information or the Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer and/or the PACs will arrange to deduct tax at the maximum marginal rate, as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act on the entire payment consideration payable as interest to such Shareholder.

7.21.4 Tax Implications in case of resident Shareholders

Payment of Interest

(a) For interest payments by the Acquirer and/or the PACs for delay in payment of the Offer Price, if any, all resident Shareholders will be required to submit a Certificate for Deduction of Tax at Lower Rate from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the amount of interest. The Acquirer and/or the PACs will arrange to deduct taxes at source in accordance with such Certificate for Deduction of Tax at Lower Rate.

(b) Notwithstanding anything contained in paragraph 7.21.4(a) above, no deduction of tax shall be made at source by the Acquirer and/or the PACs where the total amount of interest payable to a resident Shareholder does not exceed Rs. 5,000 (Rupees five thousand) or where a self declaration in Form 15G or Form 15H (as provided in the Income Tax Rules, 1962), as may be applicable, has been furnished by a resident Shareholder. The self declaration in Form 15G and Form 15H will not be regarded as valid unless the resident Shareholder furnished its PAN in such declaration.

7.21.5 Issue of tax deduction at source certificate

The Acquirer and/or the PACs will issue a certificate in the prescribed form to the Shareholders (both resident and non-resident) who have been paid the consideration and/or interest, if any, after deduction of tax on the same, certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of the Income Tax Act read with the rules made thereunder.

7.21.6 Tax Implications in foreign jurisdictions

Apart from the above, the Acquirer and/or the PACs are entitled to withhold tax in accordance with the tax laws applicable in overseas jurisdictions where the non-resident Shareholder is a resident for tax purposes ("**Overseas Tax**"). For this purpose, the non-resident Shareholder shall furnish a self declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Shareholder is a tax resident and the Acquirer and/or the PACs will be entitled to rely on this representation at their sole discretion.

7.21.7 Notwithstanding the details given above, all payments will be made to the Shareholders subject to compliance with prevailing tax laws.

7.21.8 The tax deducted by the Acquirer and/or the PACs while making payment to a Shareholder may not be the final tax liability of such Shareholder and shall in no way discharge the obligation of the Shareholder to appropriately disclose the amounts received by it, pursuant to this Offer, before the income tax authorities.

7.21.9 The Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.

7.21.10 The Acquirer, the PACs and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

8. DOCUMENTS FOR INSPECTION

8.1 The following documents are available for inspection to the Shareholders at the office of the Manager to the Offer at Express Towers, 18th Floor, Nariman Point, Mumbai 400 021, between 10.30 a.m. and 16:30 on all Working Days (except Saturdays, Sundays and bank holidays) till November 29, 2012, i.e. the Closure of the Tendering Period:

8.1.1 Copies of the certificates of incorporation, memorandum of association and articles of association of the Acquirer and the PACs;

8.1.2 Copy of the certificate issued by Ernst & Young (Address: Rèviseurs d'Entreprises, Bedrijfsrevisoren, De Kleetlaan 2, B-1831 Diegem, Belgium; Telephone: +32 2 774 9111; Fax: +32 2 774 9090);

8.1.3 Copy of the audited annual accounts of SESI for the last 3 (three) financial years ended on December 31, 2011, December 31, 2010 and December 31, 2009;

8.1.4 Copy of the audited annual financial statements of the Acquirer and SESEA for the last 3 (three) financial years ended on December 31, 2011, December 31, 2010 and December 31, 2009;

8.1.5 Copy of the audited financials of Energy Grid for the period from December 29, 2012 to March 31, 2012;

8.1.6 Copies of the interim unaudited standalone financial information for the period ending June 30, 2012, of the Acquirer, SESI and SESEA, subject to limited review by the respective auditors;

8.1.7 Copy of the audited annual report of the Target Company for the financial year ended on March 31, 2012;

8.1.8 Copy of the letter dated September 20, 2012, issued by Bank of America, N.A. confirming the amounts kept in the escrow account and a lien in favour of the Manager to the Offer in accordance with the terms of the Offer Escrow Agreement;

8.1.9 Copy of the Share Purchase Agreement;

8.1.10 Copy of the PA, DPS [and the Offer opening public announcement];

8.1.11 [Copy of the recommendation made by the Target Company's committee of independent directors, as required under Regulation 26(7) of the SEBI (SAST) Regulations];

8.1.12 [Copy of the letter from SEBI dated [●] containing its comments on this Letter of Offer];

8.1.13 Copy of the agreement dated September 18, 2012 entered into by the Acquirer and the Registrar to the Offer for opening of the Depository Escrow Account for the purposes of this Offer;

8.1.14 Copy of the Offer Escrow Agreement and the Guarantee; and

8.1.15 Copy of the valuation report of Bansi S. Mehta & Co. dated September 15, 2012.

9. DECLARATION BY THE ACQUIRER AND THE PACs

9.1 The Acquirer, the PACs and their respective directors accept full responsibility for the obligations of the Acquirer and the PACs as laid down in terms of the SEBI (SAST) Regulations and for the information contained in this Letter of Offer. All information pertaining to the Target Company in this Letter of Offer has been obtained from publicly available sources, except for (i) the information relating to the trading of the Equity Shares on CSE (as contained in paragraphs 4.5 and 5.1.2 above); and (ii) the confirmation that all the Equity Shares are listed on CSE (as contained in paragraph 4.10 above), which have been obtained from the Target Company.

9.2 The Acquirer and the PACs shall be jointly and severally responsible for ensuring compliance with the provisions of the SEBI (SAST) Regulations and for their obligations laid down in the SEBI (SAST) Regulations.

9.3 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.

Signed by

For the Board of Directors of the Acquirer and the PACs

On behalf of SCHNEIDER ELECTRIC SINGAPORE PTE LTD

Authorised Signatory

Date: October 1, 2012

On behalf of SCHNEIDER ELECTRIC SERVICES INTERNATIONAL

Authorised Signatory

Date: October 1, 2012

On behalf of SCHNEIDER ELECTRIC SOUTH EAST ASIA (HQ) PTE LTD

Authorised Signatory

Date: October 1, 2012

On behalf of ENERGY GRID AUTOMATION TRANSFORMERS AND SWITCHGEARS INDIA LIMITED

Authorised Signatory

Date: October 1, 2012

Encl:
Form of Acceptance-cum-Acknowledgement
Share Transfer Form (only to Shareholders holding Shares in physical form)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this form with enclosures to the Registrar to the Offer at any one of its collection centres given overleaf)
(Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

OFFER
Opens on: November 15, 2012

Closes on: November 29, 2012

To,
The Acquirer
Schneider Electric Singapore Pte Ltd
C/o Bigshare Services Private Limited
E2, Ansa Industrial Estate, Sakivihar Road
Sakinaka, Andheri East
Mumbai - 400 072
India

Sub: Open offer ("Offer") to acquire up to 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousand and fifty) Equity Shares representing 26% (twenty-six) of the fully diluted voting equity share capital ("Voting Share Capital") as of the 10th Working Day from the Closure of the Tendering Period, of Schneider Electric Infrastructure Limited ("Target Company") at a price of Rs. 83.10 (Rupees eighty three and ten paise) per Equity Share ("Offer Price")

Dear Sir,

I/We refer to the PA, DPS and the Letter of Offer to acquire the Equity Shares held by me/us.

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

I/We, the undersigned, have read the Letter of Offer and understood its contents, including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

Name (in BLOCK LETTERS)	**Holder**	**Name of the Shareholder**	**Permanent Account Number (PAN)**
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s) / demat account)	Sole / First		
	Second		
	Third		
Contact Number(s)	**Tel No. (with STD Code):**		**Mobile No.:**
Full Address of the First Holder (with pin code)			
Email address			

<u>For Equity Shares held in dematerialized form</u>

I/We, hold the following Equity Shares in dematerialized form and accept this Offer and enclose a photocopy or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by my/our DP in respect of my/our Equity Shares, as detailed below:

DP Name	**DP ID**	**Client ID**	**Name of the Beneficiary**	**No. of Equity**	**Depositary**

				Shares	

I/We have executed an off-market transaction for crediting the Equity Shares to the special depository account with DSP Merrill Lynch Limited called “SEIL Open Offer Escrow” **(“Depository Escrow Account”)** as detailed below (√ whichever is applicable):
☐ a delivery instruction from my / our account with NSDL
☐ an inter depository delivery instruction from my /our account with CDSL

Depository Name	National Securities Depository Ltd. (NSDL)
Account Name	SEIL Open Offer Escrow
DP Name	DSP Merrill Lynch Limited
DP ID Number	IN302638
Client ID	10065381
ISIN	INE839M01018 EQ
Market	Off-market
Date of Credit	On or before November 29, 2012

Shareholders should ensure that the Equity Shares are credited in the aforementioned account, prior to the Closure of the Tendering Period, i.e. 4.30 pm on November 29, 2012.

I/We note and understand that the Equity Shares will be held in the credit of the Depository Escrow Account by the Registrar to the Offer on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer. I/We also note and understand that the consideration will be paid only to those Shareholders who have validly tendered their Equity Shares in this Offer, in accordance with the terms of the Letter of Offer.

Enclosures (√ whichever is applicable)
☐ Photocopy or counterfoil of the delivery instructions in “off market” mode duly acknowledged by the Shareholders’ DP, in favour of the Depositary Escrow Account
☐ Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
☐ Photocopy of cheque from Shareholders who opt for receiving consideration through NEFT/RTGS☐ Other relevant documents (please specify)

<u>For Equity Shares held in physical form</u>

I/We hold the following Equity Shares in the physical form and accept this Offer and enclose the original Equity Share certificate(s) and duly signed Equity Share transfer deed(s) in respect of my/our Equity Shares, as detailed below:

Sr. No.	**Ledger Folio No.**	**Certificate No.**	**Distinctive Nos.**		**No. of Equity Shares**
			From	**To**	
1					
2					
3					
4					
Total					

(In case of insufficient space, please use an additional sheet and authenticate the same)

I/We note and understand that the original Equity Share certificate(s), valid Equity Share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement will be held in trust by the Registrar to the Offer, on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer. I/We also note and understand that the consideration will be paid only to those Shareholders who have validly tendered their Equity Shares in this Offer, in accordance with the terms of the Letter of Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of Equity Share certificates from the Target Company.

Enclosures (√ whichever is applicable)

☐Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
☐ Original Equity Share certificates
☐ Valid Equity Share transfer deed(s)
☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorised signatories
☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired;
☐ Self attested copy of PAN card of all the transferor(s)
☐ Photocopy of cheques from Shareholders who opt for receiving consideration through NEFT/RTGS
☐ Other relevant documents (please specify)

For all Shareholders

I / We, confirm that our residential status under the Income Tax Act is:

☐ Resident

☐ Non-resident. If yes, please state country of tax residency - _______________

I / We, confirm that our status is:
☐ Individual
☐ Firm
☐ Company
☐ Association of Person / Body of Individual
☐ Trust
☐ NRI – Repatriable
☐ NRI – Non Repatriable
☐ FII – Corporate
☐ FII – Others
☐ Foreign Company
☐ OCB
☐ Any other - please specify ______________

For Resident Shareholders

I/We have enclosed the following documents (√ whichever is applicable):
☐Self–attested copy of PAN card
☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (Certificate for Deduction of Tax at Lower Rate)
☐ Self declaration in Form 15G / Form 15H (in duplicate), if applicable (applicable only for interest payment, if any)
☐ For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any).

Whether aggregate income taxable in India during the financial year ending on March 31, 2013 would be exceeding Rs. 1,00,00,000 (Rupees one crore) (tick whichever is applicable).

☐ Yes ☐ No

For NRIs/OCBs/other non-resident Shareholders (other than FIIs and sub-accounts):

I/We certify that the Equity Shares are held by me/us as ☐ Long Term Capital Asset OR ☐ Short Term Capital Asset (√ whichever is applicable).

I/We certify that the Equity Shares are held by me/us on "☐ Investment/Capital Account OR ☐ Trade Account" (√ whichever is applicable).

In case the Equity Shares are held in capital account or trade account, kindly enclose a Tax Residency Certificate issued by the tax authorities of the country of which you are a tax resident in the format, prescribed by the Central Board of Direct Taxes ("**CBDT**"), if any, and also a certificate stating that you do not have a 'permanent establishment' in India in terms of the Double Tax Avoidance Agreement ("**DTAA**") entered into between India and your country of residence and business connection in India as defined in Section 9(1)(i) of the Income Tax Act, in case the DTAA relief is not available.

In case there is a ‘permanent establishment’ in India, kindly enclose a certificate under Section 195(3) or Section 197 of the Income Tax Act from income tax authorities, specifying the rate of tax to be deducted.

In order to avail of the benefit of lower rate of tax deduction under the DTAA, if any, at the sole discretion of the Acquirer and the PACs, kindly enclose a Tax Residency Certificate issued by the tax authorities of the country of which you are a tax resident, in the format, if any, prescribed by the CBDT in this regard.

In case of ambiguity, incomplete or conflicting information or the information or Certificate for Deduction of Tax at Lower Rate is not submitted to the Acquirer and the PACs, capital gains shall be assumed to be short term and tax shall be deducted at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, under the Income Tax Act on the entire consideration and/ or amount of interest payable to such Shareholder.

Whether aggregate income taxable in India during the financial year ending on March 31, 2013 would be exceeding Rs. 1,00,00,000 (Rupees one crore) (tick whichever is applicable).

☐ Yes ☐ No

I/We have enclosed the following documents (√ whichever is applicable):

☐Self-attested copy of PAN card
☐Certificate from the income tax authorities under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (no objection certificate or Certificate for Deduction of Tax at Lower Rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the consideration and/ or the amount of interest)
☐Previous RBI, FIPB or other regulatory approval, if any, for holding Equity Shares tendered in this Offer and RBI approval evidencing the nature of shareholding, i.e. repatriable or non-repatriable basis, if applicable
☐ Copy of any approvals (including approvals from the RBI) for tendering of Equity Shares in this Offer (since the Equity Shares validly tendered in this Offer may be acquired by a non-resident entity)
☐Tax Residency Certificate
☐No ‘permanent establishment’ / business connection declaration
☐ Banker’s Certificate certifying inward remittances of funds for acquisition of Equity Shares of the Target Company

I / We, confirm that the details of Overseas Tax to be deducted on the consideration payable by the Acquirer and/ or the PACs is as follows:

	Amount of Overseas Tax
	Rate at which Overseas Tax is to be deducted on the gross consideration
	Country in which the Overseas Tax has to be deposited
	Details of Authority with whom such Overseas Tax has to be deposited

For FIIs and sub-accounts

I/We certify that the nature of income from sale of Equity Shares held by me / us is ☐ Capital Gains on Transfer of Equity Shares held on Investment/Capital Account OR ☐ Any Other Income from Transfer of Equity Shares held on Trade Account (√ whichever is applicable).

In case the Equity Shares are held in capital account or trade account, kindly enclose a Tax Residency Certificate issued by the tax authorities of the country of which you are a tax resident in the format, if any, prescribed by the CBDT and also a certificate stating that you do not have a ‘permanent establishment’ in India in terms of the DTAA entered into between India and your country of residence and business connection in India as defined in Section 9(1)(i) of the Income Tax Act, in case the DTAA relief is not available. In the event such confirmation is not provided tax will be deducted at the maximum rate applicable to the category to which such FII belongs on the entire consideration and/ or amount of interest payable to such FII.

In case there is a ‘permanent establishment’ in India, kindly enclose a certificate under Section 195(3) or Section 197 of the Income Tax Act from the income tax authorities, specifying the rate of tax to be deducted.

In order to avail of the benefit of lower rate of tax deduction under the DTAA, if any, at the sole discretion of the Acquirer and the PACs, kindly enclose a Tax Residency Certificate issued by the tax authorities of the country of which you are a tax resident in the format, if any, prescribed by the CBDT

In case of ambiguity, incomplete or conflicting information or the information or Certificate for Deduction of Tax at Lower Rate is not submitted to the Acquirer and the PACs, tax shall be deducted at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, under the Income Tax Act on the entire consideration and/ or amount of interest payable to such Shareholder.

I/We have enclosed the following documents (√ whichever is applicable):
☐ Self –attested copy of the PAN card
☐ Certificate from the income tax authorities under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (i.e. no-objection certificate or Certificate for Deduction of Tax at Lower Rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and/or the PACs before remitting the consideration and/or the amount of interest)
☐ SEBI registration certificate for FII (including sub-account of FII)
☐ Previous RBI, FIPB or other regulatory approval, if any, for holding Equity Shares tendered in this Offer
☐Tax Residency Certificate
☐ No ‘permanent establishment’ / business connection declaration
☐Banker’s Certificate certifying inward remittances of funds for acquisition of Equity Shares

I / We, confirm that the details of Overseas Tax to be deducted on the consideration payable by the Acquirer and/ or the PACs is as follows:

	Amount of Overseas Tax
	Rate at which Overseas Tax is to be deducted on the gross consideration
	Country in which the Overseas Tax has to be deposited
	Details of Authority with whom such Overseas Tax has to be deposited

For All Shareholders
I/We confirm that this Offer is hereby accepted by me/us and that the Equity Shares which are being tendered by me/us under this Offer are free from all liens, charges and encumbrances of any kind whatsoever and are also not the subject matter of litigation, whereunder the transfer of Equity Shares may be prohibited during the pendency of such litigation.

I/We authorise the Acquirer and/or the PACs:

- to acquire all Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it may decide to accept, in consultation with the Manager to the Offer and in terms of the Letter of Offer;
- to return to me/us by registered post, the Equity Share certificate(s), Equity Share transfer deed(s) and other documents, if any, and in the case of dematerialized Equity Shares, to credit such Equity Shares to the same account from which they were tendered, to the extent that the Equity Shares tendered by me/us are not found valid / accepted, in each case at my/our sole risk, without specifying the reasons thereof;
- to split/consolidate the Equity Share certificates comprising the Equity Shares that are not acquired or accepted and the Acquirer/PACs/Registrar to the Offer is hereby authorized to do all such things and execute such documents, as may be found necessary and expedient for the purpose.

I/We authorise the Acquirer, the PACs, the Manager to the Offer and the Registrar to the Offer to send by registered post / ordinary post (as described in the Letter of Offer), the bankers’ cheque / demand draft / NEFT / RTGS as consideration to the sole/first holder at the address mentioned below. In case I have tendered my Equity Shares in dematerialized form, I authorize the Acquirer, the PACs, Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my DP for the purpose of mailing the aforementioned instruments.

Bank Details

In order to avoid fraudulent encashment in transit, the Shareholders holding shares in physical form are requested to provide details of bank account of the sole/first Shareholder and the consideration payment will be drawn accordingly.

Name of Bank	
Branch Address and PIN Code	
Type of Account	Savings / Current / NRE / NRO / Others (√ whichever is applicable)
Account Number	
9 digit MICR code	
IFSC Code (for RTGS/NEFT transfers)	

**If payment is through RTGS / NEFT, please also enclose a photo-copy of a cheque drawn on the account in which payments will be made.*

For the Equity Shares that are tendered in demat form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars, and not the details provided herein.

Yours faithfully,

Signed and Delivered	**Full Name**	**Signature**
1st Shareholder		
2nd Shareholder		
3rd Shareholder		

Note: In case of joint holders, all must sign. In case of body corporate, it must affix the corporate seal and also attach necessary corporate resolutions.

Place: Date:

--Tear Here---

Acknowledgement Receipt – Schneider Electric Infrastructure Limited Offer

Received from Mr./Ms./M/s

____

Form of Acceptance-cum-Acknowledgement for **Schneider Electric Infrastructure Limited Offer** as per details below: *(Delete whichever is not applicable)*

Folio No. ____________________No. of Equity Share certificates ____________________for _________________________ Equity Shares

Copy of delivery instruction to DP of Client ID ____________________for___________________________________ Equity Shares

Date of Receipt: _______________ Stamp of collection center: Signature of Official:

INSTRUCTIONS

NO EQUITY SHARES / FORMS SHOULD BE SENT TO THE ACQUIRER, THE PACS, THE MANAGER TO THE OFFER OR TO THE TARGET COMPANY.

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
2. The Registrar to the Offer is not bound to accept the Forms of Acceptance-cum-Acknowledgment, for which corresponding Equity Shares have not been credited to the Depository Escrow Account or for Equity Shares that are credited in the Depository Escrow Account but the corresponding Forms of Acceptance-cum-Acknowledgment have not been received as on the Closure of the Tendering Period.
3. Shareholders should enclose the following:-

i. <u>Shareholders holding Equity Shares in dematerialized form:</u>-

Beneficial owners should enclose

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP of the Shareholder, in favour of the Depository Escrow Account.
- For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement.
- The Shareholders are advised to ensure that their Equity Shares are credited in favour of the Depository Escrow Account, before the Closure of the Tendering Period, i.e. November 29, 2012. The Form of Acceptance-cum-Acknowledgement of dematerialized Equity Shares not credited in favour of the Depository Escrow Account, before the Closure of the Tendering Period, is liable to be rejected.
- Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL

ii. <u>Shareholders holding Equity Shares in physical form:-</u>

Registered Shareholders should enclose:

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the Equity Share certificates. In case of Equity Shares held in joint names, names should be filled up in the same order in which they hold Equity Shares in the Target Company and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
- Original Equity Share certificate(s).
- Valid Equity Share transfer deed(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. A blank Equity Share transfer deed is enclosed along with this Letter of Offer. **Please ensure that no other details are filled in the Equity Share transfer deed(s), except name, signature and witness details.**

Unregistered owners should enclose:

Application in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers and folio number **or** Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.

- Original Equity Share certificate(s).
- Original broker contract note through whom they acquired their Equity Shares.
- Valid Equity Share transfer deed(s) as received from the market, duly executed in favour of the unregistered owner as the proposed transferee(s), along with self attested copy of PAN card of all the proposed transferee(s).
- An additional valid Equity Share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place.
- In case the Equity Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the Equity Share certificate(s) and the transfer deed(s).

The details of buyer should be left blank failing which the same will be invalid under this Offer. The details of the buyer will be filled by the Acquirer and/or the PACs, upon verification of the Form of Acceptance-cum-Acknowledgement and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

3. **In case of Equity Shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the Equity Share transfer deed(s), as the order in which they hold Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
4. Attestation, where required (as indicated in the Equity Share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank.
5. **If Non Resident Shareholders** had required any approval from the RBI or the FIPB or any other regulatory body in respect of

the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholder should state that the Equity Shares are held under general permission and whether on repatriable basis or non repatriable.

6. **NRIs, OCBs and Foreign Shareholders** are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of Equity Shares of the Target Company.
7. **NRI/ OCB Shareholders**, if any, are required to submit all approvals required for tendering the Equity Shares in this Offer (including without limitation the approval from the RBI, since the Equity Shares validly tendered in this Offer may be acquired by a non-resident entity) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer.
8. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole / first named Shareholder(s) along with all the documents received from them at the time of submission.
9. **In case of bodies corporate**, certified copies of appropriate authorizations (including board/shareholder resolutions, as applicable) authorizing the sale of Equity Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.
10. Shareholders are also advised to refer to paragraph 7.21 of the Letter of Offer, on tax provisions, regarding important disclosures on taxation of the consideration to be received by them.
11. All the Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
    - Duly attested death certificate and succession certificate/ probate/ letter of administration (in case of single Shareholder) in case the original Shareholder is no more;
    - Duly attested power of attorney if any person apart from the Shareholder has signed the Form of Acceptance-cum-Acknowledgement and/or Equity Share transfer deed(s).
12. All documents / remittances sent by or to Shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.

Please send this Form of Acceptance-cum-Acknowledgment with enclosures to the Registrar to the Offer at any of the following collection centres given below:

S. No	Area	Address	Contact Person	Telephone	Fax	Mode of	Timings	
1.	**New Delhi**	Bigshare Services Private Limited F-63, 1st Floor Bhagat Singh Market, Near Gole Market, New Delhi-110001	Mr. Rakesh Kumar Sharma	+91 11 23746905	+91 11 23746905	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
2.	**Kolkata**	Bigshare Services Private Limited C/o Maheshwari Datamatics Pvt Ltd 2nd Floor, 6, Mangoe Lane Kolkata - 700 001	Mr. Rajgopal	+91 33 22435029	+91 33 22484787	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
3.	**Hyderabad**	Bigshare Services Private Limited 306, 3rd Floor, Right Wing, Amrutha Ville, Opp.Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082	Mr. Saikumar	+91 40 2337 4967	+91 40 23370295	Hand Delivery	10:00 to 16:30	Monday to Saturday
4.	**Baroda**	Bigshare Services Private Limited C/o Skystock Services India Pvt Ltd 45, Taskent Society, Opp. Axis Bank, Near Delux Society Nizampura, Baroda-390002	Mr. Sanjay Suthar	+91 9825450718	+91 265 2775420	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday

S. No	Area	Address	Contact Person	Telephone	Fax	Mode of	Timings	
5.	**Chennai**	Bigshare Services Private Limited C/o Skystock Services India Pvt. Ltd. D9, First Floor, Persan Complex, 121, Koddambakkam High Road Chennai - 600006	Mr. Suresh Poojary	+91 9884922698	+91 44 28250506	Hand Delivery	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday
6.	**Mumbai**	Bigshare Services Private Limited E2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai - 400 072	Mr. Malla S	+91 22 40430200	+91 22 28475207	Hand Delivery/By Post & Courier	10:30 to 16:30 10:30 to 13:00	Monday to Friday Saturday

All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:
Bigshare Services Pvt. Ltd.
E2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East
Mumbai 400 072
Tel. No.: +91 (22) 4043 0200
Fax No.: +91 (22) 2847 5207
Contact Person: Babu Raphael
E-mail: openoffer@bigshareonline.com

(M.R. BHAT)
Register of Companies
Maharashtra, Mumbai.

PRESENTED THIS DAY OF
17.IX.2012

SHARE TRANSFER FORM

(Pursuant to Section 108 (1A) of the Companies Act 1956)

Date of Presentation to the Prescribed Authority

FOR THE CONSIDERATION stated below the " Transferor(s)" names do hereby transfer to the "Transferee(s)" named, the shares specified below Subject to the conditions on which the said shares are now held by the Transferor (s) and Transferee(s) do hereby agree to accept and hold the said shares subject to the conditions aforesaid.

FULL NAME OF COMPANY	NAME OF THE RECOGNISED STOCK EXCHANGE WHERE DEALT IN, IF ANY

DESCRIPTION OF EQUITY / PREFERENCE SHARES			
No. in Figures	Number in words	Consideration (in figures)	Consideration (in words)

Distinctive numbers	Form					
	To					
Corresponding Certificate Nos.						

TRANSFEROR(S) [SELLER(S)] PARTICULARS

Regd. Folio No.

Name(s) in full	Signature(s)
1.	1.
2.	2.
3.	3.
4.	4.

ATTESTATION

I,hereby attest the signature of the Transferor(s) herein mentioned

Signature

Name

Address / Seal

* Please see overleaf instructions.

Signature of Witness

Name & Address of Witness

Pin

TRANSFEREE(S) [BUYER(S) PRATICULARS

Name(s) in Full	Signature(s)
1.	1.
2.	2.
3.	3.

OCCUPATION	ADDRESS	FATHER'S / HUSBAND'S NAME
1.		
2.		
3.		

Transferee(s) existing Folio if any ,in same Order of Names

Value of Stamps affixed Rs.

DATED this day of Two Thousand PLACE

For Office use only :

Checked by

Signature tallied by

Entered in Register of Transfer No.

Approval Date

Folio Company Code

Specimen Signature(s) of Transferee(s)

1.

2.

3.

Continuation of front page (herein enter the Distinctive numbers when the space on the front page is found to be insufficient)

Distinctive numbers	Form					
	To					
Corresponding Certificate Nos.						

* INSTRUCTIONS FOR ATTESTATION ;

Attestation, where required (thumb impressions, marks, signature difference etc.) should be done by a magistrate, Notery, Public or Special Executive Magistrate or a similar Authority holding a public office and authorized to use the Seal of his office or a member of a recognized Stock Exchange through whom the shares are introduced or a manager of the transferor's bank.

NOTE : Name must be rubber stamped preferably in a straight line. Chronological order should be maintained. Broker's clearing Number should be stated when delivery is by a Clearing Member Bank.

Name of Delivery Broker of Clearing Number	Date

POWER OF ATTORNEY PROBATE DEATH CERTIFICATE

LETTERS OF ADMINISTRATION

Registered with the Company

No.________________ Date ________________

[Signature (not initials) of Broker, Bank, Company or stock Exchange Clearing House]

† LODGED BY ________________________________

FULL ADDRESS________________________________

____

____

SHARE CERTIFICATES TO BE RETURNED TO

Fill the name and address to which the Certificate are required to be returned.

NAME & ADDRESS______________________________

____

____

____

SHARE TRANSFER STAMPS

† To be filled only if the documents are lodged by a person other than the Transferee.

Printed for Bombay Stock Exchange Ltd.