

SIEMENS

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001

Dear Member(s),

NOTICE is hereby given that Siemens Ltd., having its Registered Office at 130, Pandurang Budhkar Marg, Worli, Mumbai – 400 018 (hereinafter referred to as “SL” or “the Company”) proposes to sell and transfer two of its Undertakings viz., (a) “Siemens VDO Automotive Division” (SVDO Division) to Siemens VDO Automotive Components Pvt. Ltd., presently a new proposed 100% subsidiary of the parent company, Siemens AG, Germany, with effect from 4th October, 2007; and (b) “Siemens Building Technologies Division” (SBT Division) to the Company’s subsidiary iMetrex Technologies Pvt. Ltd., (proposed to be renamed as Siemens Building Technologies Pvt. Ltd.) with effect from 1st October, 2007.

Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (the Act), the approval of the Members is required by way of an Ordinary Resolution, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking. Further, pursuant to the provisions of Section 192A of the Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent / approval of the Members for the above purpose is required to be obtained by way of postal ballot.

Accordingly, the proposed Resolutions and the Explanatory Statement thereof are being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors has appointed Mr. P. N. Parikh of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read the instructions printed in the Postal Ballot Form carefully and return the Form duly completed and signed, in the enclosed postage pre-paid Self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 12th September, 2007.

The Scrutinizer will submit his report to the Managing Director / Executive Director / Director of the Company after completion of the scrutiny of the Postal Ballots and the results thereof will be announced by either of the said Directors or, in their absence, by Mr. Ashok Jangid, Vice President & Company Secretary, on Thursday, 20th September, 2007 at 03.00 p.m. at the Registered Office of the Company. Additionally, the results will be put up on the Company’s website www.siemens.co.in and published in the newspapers.

1. Sale and Transfer of Siemens VDO Automotive Division of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include a committee thereof) to sell and transfer the Company’s Undertaking comprising of ‘Siemens VDO Automotive Division’ (SVDO Division) along with all the employees as well as assets and liabilities of the SVDO Division including all licences, permits, consents and approvals whatsoever, as a “going concern” to ‘Siemens VDO Automotive Components Pvt. Ltd.’, Bangalore, presently a new proposed 100% subsidiary of the parent company, Siemens AG, Germany, with effect from 4th October, 2007 for a total consideration of Rs.1,700 million arrived at on the basis of an independent valuation of the SVDO Division as at 31st March, 2007 done by PricewaterhouseCoopers Pvt. Ltd.”

"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

2. Sale and Transfer of Siemens Building Technologies Division of the Company

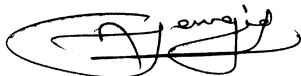
To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to sell and transfer the Company's Undertaking comprising of 'Siemens Building Technologies Division' (SBT Division) along with all the employees as well as assets and liabilities of the SBT Division including all licences, permits, consents and approvals whatsoever, as a "going concern" to the Company's subsidiary 'iMetrex Technologies Pvt. Ltd.' (ITL) (proposed to be renamed as Siemens Building Technologies Pvt. Ltd.), Chennai, with effect from 1st October, 2007, at income tax written down value of the fixed assets and book value of the other net assets, consideration of which to be received in the form of fully paid-up equity shares of ITL, at a mutually agreed price."

"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

By Order of the Board of Directors

Siemens Ltd.



Ashok Jangid
Vice President & Company Secretary

Registered Office:
130, Pandurang Budhkar Marg
Worli
Mumbai 400 018

Mumbai
Friday, 27th July, 2007

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956

Item No. 1

On 25th January, 2007, the Company's parent company, Siemens AG, Germany (SAG) made an announcement concerning strategic changes for its Siemens VDO Automotive Business (SV) with an objective to give SV the necessary financial resources and greater entrepreneurial flexibility for ensuring further sustainable and profitable growth. On 25th July, 2007, SAG made another announcement for selling its entire stake in Siemens VDO Automotive AG to Continental AG of Germany. The closing of this transaction is subject to approval by the responsible antitrust authorities and other closing conditions.

To give effect to the above proposed transaction by SAG, the Siemens VDO Automotive Business in every country is to be transferred to / consolidated into a separate new entity. Accordingly, a new company named Siemens VDO Automotive Components Pvt. Ltd. (SVDOL) was incorporated in India on 15th June, 2007 at Bangalore. Presently, SVDOL is proposed to be a 100% subsidiary of SAG / Siemens VDO Automotive AG. It is proposed to sell and transfer the Company's 'Siemens VDO Automotive Division' (SVDO Division) to SVDOL.

SVDO Division is predominantly engaged in the business of design, development, manufacture, purchase, sale, lease, hire, distribution, assembly, export, import, repair of all of the following automotive components:

- Precision instruments
- Components, Systems including panel instruments
- Body chassis
- Power train and interior components/systems

for automobiles and vehicles of all descriptions, garage equipments, tools and machineries of all description and also has a presence in the after sales market segment. For the year ended 30th September, 2006, the turnover of SVDO Division was Rs.1,240 million.

The Board of Directors at its Meetings held on 23rd April, 2007 and 23rd July, 2007, approved the sale and transfer of the SVDO Division along with all its employees as well as assets and liabilities including all licences, permits, consents and approvals whatsoever, to SVDOL. PricewaterhouseCoopers Pvt. Ltd. (PwC) has done an independent valuation of SVDO Division as at 31st March, 2007. The Board of Directors, at its meeting held on 23rd July, 2007, discussed the Valuation Report of PwC and approved a price consideration of Rs.1,700 million.

The sale and transfer of SVDO Division to SVDOL will be done on a "going concern" basis and by way of a slump sale.

The proposed sale and transfer will be in conformity with the proviso to Section 25FF of the Industrial Disputes Act, 1947, ensuring that the services of concerned employees presently numbering approx. 568 engaged in SVDO Division will be transferred to SVDOL with continuity of service and terms and conditions of service, no less favourable than the existing ones.

The above proposal is subject to the approval of the Members and other concerned Authority(ies).

Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (the Act), the sale, transfer or disposal of an undertaking requires the approval of the Members by an Ordinary Resolution. Accordingly, as required by Section 192A of the Act, the approval of the Members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the above Notice.

The Valuation Report dated 23rd July, 2007 of PwC is open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon upto the date of declaration of the Results of voting by Postal Ballot by the Company.

The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, commends the Resolution for your approval.

Except Prof. Dr. K. Wucherer, Mr. Stephan Schneider, Alternate Director for Prof. Dr. K. Wucherer, Mr. Joe Kaeser and Dr. O. Schmitt, Alternate Director for Mr. Joe Kaeser, as representatives of Siemens AG, none of the other Directors of the Company is concerned or interested in this Resolution.

Item No. 2

The Company recently announced strategic changes for its Building Technologies business. In line with the strategy, the Company recently acquired 77% stake in iMetrex Technologies Pvt. Ltd., Chennai (ITL). ITL is a global player headquartered in Chennai. ITL has locations and production facilities in Chennai, Pondicherry, Ireland, England, Singapore and Hong Kong. ITL has a turnover of Rs.1,610 million and an employee strength of 620, making it one of the leading suppliers of building technologies in the Indian market.

Now, it is proposed to sell and transfer the 'Siemens Building Technologies Division' (SBT Division) of the Company to ITL, thus strengthening the Company's position in India in the Building Technologies sector, over the long term. ITL is proposed to be renamed as 'Siemens Building Technologies Pvt. Ltd.'

SBT Division provides a range of products and services comprising of Heating, Ventilation, and Air Conditioning products (HVAC), Building Automation Systems (BAU), Fire Safety Solutions (FSS) and Security Solutions (SES). For the year ended 30th September, 2006, the turnover of SBT Division was Rs. 742 million.

The Board of Directors at its Meetings held on 23rd April, 2007 and 23rd July, 2007, approved the sale and transfer of the SBT Division along with all its employees as well as assets and liabilities including all licences, permits, consents and approvals whatsoever, to ITL at income tax written down value of the fixed assets and book value of the other net assets on the date of transfer i.e. 1st October, 2007. The book value of SBT Division as on 31st March, 2007 was Rs. 56.9 million. The actual book value of SBT Division as of 30th September, 2007 will be certified by an Independent Chartered Accountant. The consideration for SBT Division will be received in the form of fully paid-up equity shares of ITL, at a mutually agreed price.

The sale and transfer of SBT Division to ITL will be done on a "going concern" basis and by way of a slump sale.

The proposed sale and transfer will be in conformity with the proviso to Section 25FF of the Industrial Disputes Act, 1947, ensuring that the services of concerned employees presently numbering approx. 144 engaged in SBT Division will be transferred to ITL with continuity of service and terms and conditions of service, no less favourable than the existing ones.

The above proposal is subject to the approval of the Members and other concerned Authority(ies).

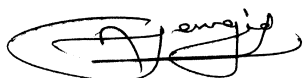
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The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence commends the Resolution for your approval.

Except Mr. J. Schubert and Mr. P. de Royer, being representatives of the Company on the Board of Directors of ITL, none of the other Directors of the Company is concerned or interested in this Resolution.

By Order of the Board of Directors

Siemens Ltd.



Ashok Jangid
Vice President & Company Secretary

Registered Office:
130, Pandurang Budhkar Marg
Worli
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Friday, 27th July, 2007