

# Siemens Limited

CIN: L28920MH1957PLC010839

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030

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E-mail: [Corporate-Secretariat.in@siemens.com](mailto:Corporate-Secretariat.in@siemens.com)

## Notice

NOTICE is hereby given that the 63<sup>rd</sup> Annual General Meeting of the Members of Siemens Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on **Friday, 12<sup>th</sup> February 2021, at 4.30 p.m. (IST)** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended 30<sup>th</sup> September 2020, together with the Reports of the Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 30<sup>th</sup> September 2020 and the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the Financial Year 2019-20.
3. To resolve not to fill the vacancy caused by the retirement of Ms. Mariel von Schumann (DIN: 06625674) who retires by rotation at this meeting, but does not seek re-appointment.

### SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolutions:

#### 4. Appointment of Mr. Tim Holt (DIN: 08742663) as a Director of the Company

##### As an Ordinary Resolution:

**"RESOLVED THAT** Mr. Tim Holt (DIN: 08742663), who was appointed as an Additional Director of the Company with effect from 1<sup>st</sup> June 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 107 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

#### 5. Appointment of Mr. Matthias Rebellius (DIN: 08975071) as Special Director of the Company

##### As an Ordinary Resolution:

**"RESOLVED THAT** Mr. Matthias Rebellius (DIN: 08975071), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 ("the Act") and Article 107 of the Articles of Association ("AoA") of the Company and as Special Director (Nominee of Siemens AG) of the Company, pursuant to Article 113 of AoA of the Company, with effect from 1<sup>st</sup> December 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Special Director of the Company and shall not be liable to retire by rotation."

#### 6. Payment of remuneration to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), the Cost Auditors of the Company for FY 2020-21

##### As an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 30<sup>th</sup> September 2021, be paid a remuneration of Rs.19,00,000/- (Rupees Nineteen Lakh only) per annum plus applicable tax and out of pocket expenses that may be incurred during the course of audit.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
For **Siemens Limited**

**Ketan Thaker**  
Company Secretary  
ACS: 16250

Friday, 15<sup>th</sup> January 2021

## Notes:

- a) In view of the COVID-19 pandemic, the Government of India, Ministry of Corporate Affairs ("MCA") has permitted conducting Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"). In this regard, MCA issued Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020, Circular No.20/2020 dated 5<sup>th</sup> May 2020 and Circular No.02/2021 dated 13<sup>th</sup> January, 2021 ("MCA Circulars"), prescribing the procedure and manner of conducting the Annual General Meeting through VC / OAVM. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with MCA Circulars, the 63<sup>rd</sup> Annual General Meeting ("AGM" or "Meeting") of the Members will be held through VC / OAVM. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") due to the COVID-19 pandemic. In compliance with the applicable provisions of the Act, MCA Circulars and SEBI Circulars / Listing Regulations, the AGM of the Members will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.
- b) A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM.
- c) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The letter of appointment of representative(s) of the President of India or the Governor of a State; or the authorisation in respect of representative(s) of the Corporations shall be received by the Scrutinizer / Company on or before close of remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address [siemens.scrutinizer@gmail.com](mailto:siemens.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- d) The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment as Directors, are also annexed to this Notice.
- e) The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 29<sup>th</sup> January 2021 to Friday, 12<sup>th</sup> February 2021** (both days inclusive).

# Notice

## Dividend payment and Tax on Dividend:

- f) The dividend, as recommended by the Board of Directors, if declared at the 63<sup>rd</sup> AGM, will be paid from **Tuesday, 16<sup>th</sup> February 2021**, to those Members who hold shares in physical form and whose name appears on the Company's Register of Members as holders of Equity Shares on **Thursday, 28<sup>th</sup> January 2021** and in respect of shares held in electronic form, to the Beneficial Owners of the shares as at the close of business hours on **Thursday, 28<sup>th</sup> January 2021** as per details to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- g) Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. **1<sup>st</sup> April 2020** and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents by **Friday, 29<sup>th</sup> January 2021**. For the detailed process, please visit the following weblink: <https://sie.ag/2L6snyi>.
- h) **Unclaimed / Unpaid Dividend:**

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. During FY 2020, the unclaimed dividend for Financial Year 2011-12 was transferred to IEPF. The unclaimed dividend for the Financial Year 2012-13 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned hereinbelow:

Financial Year	Tentative date for transfer to IEPF	Financial Year	Tentative date for transfer to IEPF
<b>2012-13</b>		<b>2016-17</b>	
Dividend	2 <sup>nd</sup> March 2021	Dividend	7 <sup>th</sup> March 2025
<b>2013-14</b>		<b>2017-18</b>	
Dividend	28 <sup>th</sup> February 2022	Dividend	10 <sup>th</sup> March 2026
<b>2014-15</b>		<b>2018-19</b>	
Dividend	2 <sup>nd</sup> March 2023	Dividend	17 <sup>th</sup> March 2027
<b>2015-16</b>			
Interim Dividend	5 <sup>th</sup> September 2023		
Final Dividend	13 <sup>th</sup> March 2024		

Members are requested to contact TSR Darashaw Consultants Private Limited ("TSRDCPL"), the Registrar and Share Transfer Agent of the Company for claiming the dividend for the aforesaid years.

The details of the unclaimed dividends are available on the Company's website at [www.siemens.co.in](http://www.siemens.co.in) and IEPF authority's website at [iepf.gov.in](http://iepf.gov.in).

Further, pursuant to the provisions of Section 124 of the Act, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the Authority from time to time. The procedure to claim refund under IEPF Rules and other IEPF related information is also available on the website of the Company at <https://new.siemens.com/in/en/company/investor-relations.html>. Post making the online application the Member shall send the duly signed Form IEPF 5 along with the requisite documents to the Company at its registered office for verification of the claim and payment / transfer of shares by IEPF Authority. All corporate benefits on such shares viz. bonus shares, split of shares etc. including dividend shall be credited to the demat account of the IEPF Authority. The voting rights on such shares shall remain frozen until the rightful owner claims the shares.

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It is in the Members interest to claim any un-encashed dividends and for future, opt for payment through Electronic remittance by registering bank details with TSRDCPL in the format mentioned in the following weblink at <https://bit.ly/38EzHdt>, for Members holding shares in physical form, so that dividends paid by the Company are credited to the investor's bank account on time. Members holding shares in dematerialised form are requested to update these details directly with their DP.

- i) **SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from 1<sup>st</sup> April 2019, barring certain instances. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form and for ease in portfolio management.**
- j) SEBI has mandated the updation of PAN and Bank account details against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN, Bank account and address details to their DP in case of holdings in dematerialised form or to TSRDCPL in case of holdings in physical form, mentioning your correct reference folio number.
- k) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with TSRDCPL. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For downloading the form, please visit the following weblink - <https://sie.ag/2Lccpm8>.
- l) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and TSRDCPL to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to TSRDCPL.

- m) Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios alongwith the share certificates so as to enable the Company to consolidate their holdings into one folio.

## **Electronic despatch of Annual Report and process for registration of e-mail address for obtaining copy of Annual Report:**

- n) In light of the prevailing situation amid COVID-19 pandemic, owing to the difficulties involved in despatching of physical copies of Notice of AGM and Annual Report, the Company, in pursuance of the MCA Circulars and SEBI Circulars, is sending the Notice of 63<sup>rd</sup> AGM and Annual Report 2020 (including financial statements, report of Board of Directors, Auditor's report or other documents required to be attached therewith) only through electronic mode to the Members whose e-mail address is registered with the Company or their respective DP.
- o) Members are requested to note the following process for registration of e-mail address for obtaining Annual Report and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to TSRDCPL at <a href="mailto:csg-unit@tsrdarashaw.com">csg-unit@tsrdarashaw.com</a> providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN card (self-attested scanned copy), AADHAR card (self-attested scanned copy) for registering e-mail address.</p> <p>Following details and documents need to be sent along with duly signed letter to TSRDCPL in case of updating Bank Account Details:</p> <ul style="list-style-type: none"><li>a) Name and Branch of the Bank in which you wish to receive the dividend,</li><li>b) the Bank Account type,</li><li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li><li>d) 9 digit MICR Code Number, and</li><li>e) 11 digit IFSC Code</li><li>f) Original cancelled cheque bearing the name of the first holder.</li></ul>
Demat Holding	Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.

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- p) The Annual Report of FY 2019-20 of the Company alongwith the Notice convening this AGM will be made available on the Company's website at [www.siemens.co.in](http://www.siemens.co.in) as well as on the Stock Exchange websites ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- q) The statutory documents and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 12<sup>th</sup> February 2021. Members seeking to inspect such documents can send an e-mail to [Corporate-Secretariat.in@siemens.com](mailto:Corporate-Secretariat.in@siemens.com).
- r) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- s) The remote e-voting period commences on **Tuesday, 9<sup>th</sup> February 2021 (9.00 a.m. IST)** and ends on **Thursday, 11<sup>th</sup> February 2021 (5.00 p.m. IST)** (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 5<sup>th</sup> February 2021**, may cast their vote electronically. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.
- t) **Instructions for attending the AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below:**

## **A. Instructions for Members for attending the AGM through VC / OAVM**

- i. The Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system and they may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the Shareholders/Members login by using the remote e-Voting credentials (refer point B. below), where the EVEN (E-voting Event Number) of the Company will be displayed. On clicking the link, the Members will be able to attend the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the One Time Password (OTP) - based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members desirous of getting any information about the financial statements or any other matter in relation to the 63<sup>rd</sup> AGM, are requested to write to the Company seven days in advance of the AGM at [Corporate-Secretariat.in@siemens.com](mailto:Corporate-Secretariat.in@siemens.com) from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number.
- iv. Members who would like to express their views / ask questions as a speaker at the Meeting are requested to pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID / folio number and mobile number at [Corporate-Secretariat.in@siemens.com](mailto:Corporate-Secretariat.in@siemens.com) seven days in advance of the AGM. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Members intending to speak at the AGM would require microphone and speakers / headphone. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Facility of joining the AGM through VC / OAVM will be available for Members on first come first served basis.
- vi. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on 1800 1020 990 / 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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## B. Instructions for Remote e-Voting before / during the AGM

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.

**The instructions for remote e-Voting before the AGM are as under:**

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.**

**How to Log-in to NSDL e-Voting website?**

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders / Members' section.
- C. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- D. Your User ID details are given below:

Manner of holding shares	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if EVEN is 101456 and folio number is 001*** then user ID is 101456001***.

- E. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?

If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i) Click on 'Forgot User Details / Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. After you click on the 'Login' button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After clicking on Active Voting Cycles, you will be able to see the EVEN of all the companies in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of the Company to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **The instructions for e-Voting during the AGM are as under:**

- i. The procedure for e-Voting during the AGM is the same as per the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.
- ii. Only those Members, who will be present in the AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

### **General Guidelines for Members**

- 1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 2. In case of any difficulty or queries pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800 1020 990 / 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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## Other Instructions:

- (i) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Friday, 5<sup>th</sup> February 2021**.
- (iii) Any person, who becomes a Member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. **Friday, 5<sup>th</sup> February 2021**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (iv) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date can (i) join the AGM; and (ii) shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM, by following the procedure mentioned in this Notice.
- (v) Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Ms. Jigyasa N. Ved (FCS 6488 CP 6018) or failing her Mr. Mitesh Dhabliwala (FCS 8331 CP 9511) of Messrs Parikh Parekh & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-voting and shall make, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.siemens.co.in](http://www.siemens.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Due to the prevailing situation amid COVID-19 pandemic, the results shall not be displayed on the Notice Board of the Company at its Registered Office.

## STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Explanation to business mentioned under Item No. 3 has been provided on a voluntary basis.

### Item No. 3

In terms of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Ms. Mariel von Schumann (DIN: 06625674), Director retires by rotation at the 63<sup>rd</sup> Annual General Meeting. Ms. von Schumann has informed that she does not seek re-appointment as Director, with a view to pursue opportunities outside Siemens. Ms. von Schumann has been on the Board of the Company since August 2013.

The Board proposes that the vacancy caused by her retirement be not filled up.

The Board recommends Ordinary Resolution as set out at Item No. 3 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives except Ms. von Schumann and her relatives, are interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice.

### Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Tim Holt (DIN: 08742663), as an Additional Director of the Company with effect from 1<sup>st</sup> June 2020. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 107 of the Articles of Association of the Company, Mr. Holt holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice pursuant to Section 160 of the Act, from a Member signifying her intention to propose the appointment of Mr. Holt as a Director of the Company.



# Notice

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Mr. Holt, 51, holds engineering degree in aerospace engineering from Technical University in Berlin and received his MBA from Northwestern University's Kellogg School of Management in Evanston, Illinois, USA. Mr. Holt is the Chief Operating Officer of Siemens Energy. Mr. Holt previously served as the CEO of Siemens Power Generation Services Division from 2016 to 2019. Other roles he has held within Siemens include CEO of Wind & Renewable Energy Services, Vice President of Business Development for the Power Generation Services Division, as well as a variety of roles in sales, engineering and strategy. Mr. Holt has confirmed that he is not debarred or disqualified to act as Director by SEBI or any other authority.

The profile of Mr. Holt is provided in the Annexure to this Notice.

Mr. Holt is not related to any of the Director of the Company.

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Tim Holt and his relatives, are interested, financially or otherwise, in Resolution set out at Item No. 4 of this Notice.

## Item No. 5

Siemens AG has nominated Mr. Matthias Rebellius (DIN: 08975071) as a Director in place of Mr. Cedrik Neike (DIN: 07810035) with effect from 1<sup>st</sup> December 2020. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 25<sup>th</sup> November 2020, appointed Mr. Matthias Rebellius as an Additional Director and as Special Director with effect from 1<sup>st</sup> December 2020 or on allotment of Director Identification Number (by the Ministry of Corporate Affairs, Government of India), whichever is later. Post allotment of DIN, Mr. Rebellius got appointed as Director of the Company with effect from 1<sup>st</sup> December 2020. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Article 107 of the Articles of Association of the Company, Mr. Rebellius holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received notice pursuant to Section 160 of the Act, from a Member signifying her intention to propose the appointment of Mr. Matthias Rebellius as a Director of the Company.

As per Article 113 of the Articles of Association of the Company, Siemens AG, is entitled to appoint its Nominee Director. Such Director shall be called 'Special Director' and shall not be liable to retire by rotation.

Mr. Rebellius, 56, holds engineering degree in electrical engineering from Trier University of Applied Sciences, Germany. Mr. Rebellius is a Member of Managing Board of Siemens AG; Member of Supervisory Board of Siemens Energy AG; CEO of Siemens Smart Infrastructure and Chairman of Siemens Switzerland Ltd. Zurich, Switzerland. In his professional career in Siemens since 1990, Mr. Rebellius held senior positions in various geographies. Mr. Rebellius has confirmed that he is not debarred or disqualified to act as Director by SEBI or any other authority.

The profile of Mr. Rebellius is provided in the Annexure to this Notice.

Mr. Rebellius is not related to any of the Director of the Company.

The Board of Directors are confident that his vast knowledge and experience will be of great value to the Company and hence commends the Ordinary Resolution as set out at Item No. 5 of this Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Matthias Rebellius and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 5 of this Notice.

## Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 30<sup>th</sup> September 2021.

# Notice

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In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration amounting to Rs. 19,00,000/- (Rupees Nineteen Lakh only) per annum plus applicable tax and out of pocket expenses that may be incurred by the Cost Auditors for the financial year ending 30<sup>th</sup> September 2021.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 6 of this Notice.

By Order of the Board of Directors  
For **Siemens Limited**

**Ketan Thaker**  
Company Secretary  
ACS: 16250

Friday, 15<sup>th</sup> January 2021