

Notice

NOTICE is hereby given that the 57th Annual General Meeting of the Members of the Company will be held at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannathrao Bhonsle Marg, Nariman Point, Mumbai 400 021, on Friday, 30th January, 2015, at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended 30th September, 2014, together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Joe Kaeser (DIN 00867264), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), Messrs. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting (subject to ratification of such appointment by the Members at every Annual General Meeting) till the conclusion of the 61st Annual General Meeting of the Company, in place of Messrs. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), the retiring Auditors of the Company, on such remuneration as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications, the following Resolutions:

5. **Appointment of Mr. Deepak S. Parekh (DIN: 00009078) as an Independent Director of the Company**

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Deepak S. Parekh (DIN: 00009078), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

6. **Appointment of Mr. Yezdi H. Malegam (DIN: 00092017) as an Independent Director of the Company**

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Yezdi H. Malegam (DIN: 00092017), Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

7. **Appointment of Mr. Darius C. Shroff (DIN: 00170680) as an Independent Director of the Company**

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Darius C. Shroff (DIN: 00170680), Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

8. Appointment of Mr. Narendra J. Jhaveri (DIN: 00198912) as an Independent Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Narendra J. Jhaveri (DIN: 00198912), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

9. Appointment of Mr. Keki B. Dadiseth (DIN: 00052165) as an Independent Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Keki B. Dadiseth (DIN: 00052165), Director of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

10. Appointment of Mr. Pradip V. Nayak (DIN: 00032403) as an Independent Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under and Clause 49 of the Listing Agreement (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Pradip V. Nayak (DIN: 00032403), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

11. Appointment of Mr. Christian Rummel (DIN: 01992982) as a Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT Mr. Christian Rummel (DIN: 01992982) who was appointed as an Additional Director of the Company with effect from 1st February, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 104(b) of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

12. Appointment of Mr. Christian Rummel (DIN: 01992982) as Executive Director and Chief Financial Officer of the Company and payment of remuneration to him

As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Rules framed there under, (including any statutory modifications or amendments or re-enactment thereof for the time being in force) and subject to the approval of Central Government, and such other approvals / permissions, if and as may be required, the Members of the Company hereby accord their approval for the appointment of Mr. Christian Rummel (DIN: 01992982) as the Executive Director and Chief Financial Officer of the Company with effect from 1st February, 2014 to 31st January, 2018 on the terms and conditions including those relating to remuneration as set out under the Statement setting out the material facts annexed to this Notice dated 25th November, 2014 for Item Nos. 11 to 14.

RESOLVED FURTHER THAT the Board of Directors ("Board") / Nomination and Remuneration Committee of Directors ("NRC") of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, Performance Linked Incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Christian Rummel in such manner as may be agreed to between the Board / NRC and Mr. Christian Rummel, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution."

13. Revision in remuneration of Mr. Christian Rummel (DIN: 01992982), Executive Director and Chief Financial Officer of the Company

As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), and subject to the approval of the Central Government, if required, the Members of the Company hereby accord their approval for the revision in the remuneration of Mr. Christian Rummel (DIN: 01992982), the Executive Director and Chief Financial Officer of the Company, with effect from 1st January, 2015 as set out under the Statement setting out the material facts annexed to this Notice dated 25th November, 2014 for Item Nos. 11 to 14.

RESOLVED FURTHER THAT the Board of Directors (“Board”) / Nomination and Remuneration Committee of Directors (“NRC”) of the Company be and is hereby authorised to alter and vary the terms and conditions including authority from time to time to determine the amount of salary, Performance Linked Incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Christian Rummel in such manner as may be agreed to between the Board / NRC and Mr. Christian Rummel, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in this regard as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

14. Revision in remuneration of Mr. Sunil Mathur (DIN: 02261944), Managing Director and Chief Executive Officer of the Company

As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), and subject to the approval of the Central Government, if required, the Members of the Company hereby accord their approval for the revision in the remuneration of Mr. Sunil Mathur (DIN: 02261944), Managing Director and Chief Executive Officer of the Company, with effect from 1st January, 2015 as set out under the Statement setting out the material facts annexed to this Notice dated 25th November, 2014 for Item Nos. 11 to 14.

RESOLVED FURTHER THAT the Board of Directors (“Board”) / Nomination and Remuneration Committee of Directors (“NRC”) the Company be and is hereby authorised to alter and vary the terms and conditions including authority from time to time to determine the amount of salary, Performance Linked Incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Sunil Mathur in such manner as may be agreed to between the Board / NRC and Mr. Sunil Mathur, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in this regard as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

15. Payment of Commission to Non-Executive Directors of the Company

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 49 of Listing agreement entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and Article 113 of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the payment of commission, in addition to sitting fees and reimbursement of expenses incurred for attending the meetings of the Board of Directors of the Company and its committees thereof and, at a rate not exceeding 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company for the financial year ending 30th September, 2015 and thereafter for all subsequent financial years (computed in the manner provided in Section 198 of the Act or as may be prescribed by the Act or Rules framed there under from time to time), but subject to such ceiling, if any, per annum, as the Board or its Committee may from time to time fix in that behalf and the same to be divided amongst them in such manner as the Board or its Committee may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

16. Payment of remuneration to the Cost Auditors of the Company for FY 2014-15

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 modifications or amendments or re-enactments thereof for the time being in force), Messrs R. Nanabhoy & Co. (having Firm's Registration No. 7464), Cost Accountants, 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 on 30th September, 2015, be paid a remuneration of ₹ 15,00,000 (Rupees Fifteen Lakh only) per annum plus applicable service tax and out of pocket expenses that may be incurred during the course of audit.

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."

17. Approval of transactions with Siemens Aktiengesellschaft, Germany, Holding company of the Company

As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Listing Agreement, entered into with the Stock Exchanges (including any statutory modifications or amendments or re-enactments thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), to enter into material contracts / arrangements / transactions in the normal course of business with Siemens Aktiengesellschaft, Germany ("Siemens AG"), a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement, as set out under the Statement setting out the material facts annexed to this Notice dated 25th November, 2014 for Item No. 17, on such terms and conditions as may be mutually agreed upon between the Company and Siemens AG.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution."

By Order of the Board of Directors

For **Siemens Limited**



Ketan Thaker
Company Secretary

Registered Office:

130, Pandurang Budhkar Marg
Worli, Mumbai - 400 018
CIN: L28920MH1957PLC010839

Mumbai

Tuesday, 25th November, 2014

Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" or "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. Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- b) The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.

- c) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e) Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- f) Profiles of the Directors seeking appointment / re-appointment, as required in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are annexed to this Notice.
- g) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th January, 2015 to Friday, 30th January, 2015 (both days inclusive).
- h) The Dividend, as recommended by the Board of Directors, if declared at the 57th AGM, will be paid on Friday, 6th February, 2015, 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 Friday, 30th January, 2015 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, 15th January, 2015, as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

i) Unclaimed / Unpaid Dividend:

Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, 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) of the Central Government. Accordingly, the unclaimed interim and final dividend declared by the erstwhile Siemens Healthcare Diagnostics Ltd. (since amalgamated with the Company) as also that declared by the Company for Financial Year 2005-06 was transferred to IEPF. The unclaimed dividend for the Financial Year 2006-07 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 herein below. In terms of Section 205C of the Companies Act, 1956, no claim shall lie against the Company after the said transfer.

It is in the shareholders' interest to claim any uncashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.

Financial Year	Tentative date for transfer to IEPF	Financial Year	Tentative date for transfer to IEPF
2006 – 07		2009-10	
Dividend	8 th March, 2015	Dividend	7 th March, 2018
*Dividend	29 th April, 2015	*Dividend	4 th March, 2018
2007 – 08		2010-11	
Dividend	7 th March, 2016	Dividend	8 th March, 2019
*Dividend	4 th April, 2016	2011-12	
2008-09		Dividend	8 th March, 2020
Dividend	6 th March, 2017	2012-13	
*Dividend	5 th March, 2017	Dividend	8 th March, 2021

* Declared by the erstwhile Siemens Healthcare Diagnostics Ltd. (since amalgamated with the Company).

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

The details of the unclaimed dividends of the aforesaid years are available on the Company's website at www.siemens.co.in and Ministry of corporate affairs at www.mca.gov.in

- j) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to TSRDL in case of holdings in physical form, mentioning your correct reference folio number.

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- 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 the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
- l) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), 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 TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
- m) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact TSRDL for assistance in this regard.
- n) 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.
- o) The Annual Report 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.siemens.co.in and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com
- p) Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
- q) All documents referred to in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12 noon up to the date of the 57th AGM.
- r) **Green Initiative**

The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Act and rules framed there under. The Members can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Members who have not registered their e-mail address with the Company can now register the same by submitting duly filled-in 'E-Communication Registration Form' enclosed at the end of this report (also available on the Company's website www.siemens.co.in), with TSRDL, / Investors' relations team of the Company. The Members holding shares in electronic form are requested to register their e-mail addresses with their DP only.

Even after registering for E-communication, the Members are entitled to receive such communication in physical form, upon request.

In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the Financial Year 2013-14 and this Notice, inter-alia, indicating the process and manner of e- voting alongwith Attendance Slip and proxy form are being sent by e-mail, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

In case you wish to get a physical copy of the Annual Report, you may send your request to Corporate-Secretariat.in@siemens.com mentioning your Folio / DP ID & Client ID.

Members who have not yet registered their e-mail address are requested to register the same directly with their DP, in case shares are held in electronic form or with the Company/ TSRDL, by quoting their folio number(s) in case the shares are held in physical form.

s) **Voting Options:**

(1) **E-voting:** In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case of Members receiving Notice by E-mail:

In case of Members receiving E-mail from NSDL (For Members whose e-mail addresses have been registered with the Company / Depositories):

- (i) Open e-mail and open the attached PDF file "siemens.e-voting.pdf" giving your DP ID / Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User ID" and "Password for e-voting".
- (ii) Open internet browser by typing the URL : <http://www.evoting.nsdl.com>.
- (iii) Click on "Shareholder - Login".
- (iv) Insert your User ID and password as initial password as mentioned in step (i) above and Login. In case you are already registered with NSDL, you can use your existing User ID and password for casting your vote.
- (v) "Password Change" menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- (vi) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (vii) Select "EVEN" (E-Voting Event Number) of Siemens Limited for casting your votes in favour of or against the resolutions. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolutions or till the end of voting period i.e. upto close of working hours on **24th January, 2015**, whichever is earlier.
- (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at npnparikh@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in.

Please note that:

- 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 Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the Member.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

B. In case of Members receiving physical copy of Notice

In case a Member receives physical copy of the Notice of AGM:

- (i) E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast your vote by electronic means.

(2) In case of voting by using Ballot Forms:

- (i) In terms of Clause 35B of the Listing Agreement, the Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with Annual Report.
- (ii) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (**FOR**) or dissent (**AGAINST**) and send it to the Scrutinizer, Mr. P. N. Parikh of Messrs Parikh Parekh and Associates, Practicing Company Secretaries, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
- (iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer before the close of working hours on **24th January, 2015 (6.00 p.m. IST)**. The Ballot Forms received after the said date shall be strictly treated as if the reply from the Member has not been received.
- (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
- (vi) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on Corporate-Secretariat.in@siemens.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than the close of working hours on **24th January, 2015 (6.00 p.m. IST)**.
- (vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

(3) Voting at AGM: The Members who have not casted their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

Other Instructions:

- (i) The e-voting period commences on **Thursday, 22nd January, 2015 (9.00 a.m. IST)** and ends on **Saturday, 24th January, 2015 (6.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 12th December, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.
 - (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 12th December, 2014.
 - (iii) Mr. P. N. Parikh of Messrs Parikh Parekh and Associates, Practicing Company Secretaries, (Membership No. FCS 327), has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
 - (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.siemens.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 57th AGM of the Company on 30th January, 2015 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- t) **Special Note:** Messrs. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), retiring auditors have, vide their letter dated 21st November, 2014, expressed their unwillingness to be re-appointed as Statutory Auditors of the Company and it is proposed to appoint Messrs. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), as Statutory Auditors of the Company who have given their consent, vide their letter dated 24th November, 2014, to be appointed as Statutory Auditors and have confirmed that their appointment, if made, would be in compliance with the provisions of Sections 139 and 141 of the Act and Rules framed there under as applicable. Messrs S R B C & Co. LLP and Messrs S.R. Batliboi & Associates LLP, belongs to the same network of audit firms. The Board recommends their appointment as Statutory Auditors of the Company.

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

Item Nos. 5 to 10

As per the provisions of Section 149(4) of the Companies Act, 2013 (the "Act") and Clause 49 of Listing Agreement entered into with the Stock Exchanges ("Clause 49"), every listed company shall have at least 1/3rd of its total number of directors as independent directors and Section 149(6) of the Act and Clause 49 II B (1) of Listing Agreement, lays down the criteria for independence.

Mr. Deepak S. Parekh, Mr. Yezdi H. Malegam, Mr. Darius C. Shroff, Mr. Narendra J. Jhaveri, Mr. Keki B. Dadiseth and Mr. Pradip V. Nayak, Directors of the Company, have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the Act as well as Clause 49.

In the opinion of the Board, these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the Act and the Rules framed there under and Clause 49 and are independent of the management of the Company.

In terms of Section 149(11) of the Act, an independent director can hold office for two terms of up to 5 consecutive years each on the board of the company. Whereas, explanation to Section 149(10) and (11) further provides that any tenure of an independent director before commencement of the Act shall not be reckoned while calculating maximum terms of office of Independent Directors under the Act.

Accordingly, it is proposed to appoint Mr. Deepak S. Parekh, Mr. Yezdi H. Malegam, Mr. Darius C. Shroff, Mr. Narendra J. Jhaveri, Mr. Keki B. Dadiseth and Mr. Pradip V. Nayak, as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 5 to 10 of this Notice. Notices, as required under Section 160 of the Act, have been received from certain Members proposing the candidature of the said Directors as Independent Directors of the Company.

Upon the approval of the Members of the Company on the said resolutions, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to the said Independent Directors.

Brief profiles of the said Directors, in terms of Clause 49 of the Listing Agreement are provided at the end of this Notice.

The Board accordingly recommends the resolutions at Item Nos. 5 to 10 of this Notice for the approval of the Members.

None of the said Directors are related to any of the Director of the Company.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 5 to 10 of this Notice.

Item Nos. 11 to 14:

- (a) The Board of Directors appointed Mr. Christian Rummel (DIN: 01992982) as an Additional Director of the Company with effect from 1st February, 2014. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 104 (b) of the Articles of Association of the Company, Mr. Rummel holds office of Director upto the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice pursuant to the Section 160 of the Act, from a Member signifying her intention to propose the appointment of Mr. Rummel as a Director of the Company.

Mr. Rummel, 45, is a graduate in Business Management and has been working with Siemens for over 25 years and has held various senior level positions with the House of Siemens globally. Prior to assuming the current role at the Company, Mr. Rummel was the Senior Vice President & Chief Financial Officer (Molecular Imaging) of Siemens Medical Solutions USA, Inc.

Brief Profile of Mr. Rummel in terms of Clause 49 of the Listing Agreement, is provided at the end of this Notice.

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 Resolution at Item No. 11 of this Notice for your approval.

- (b) The Board of Directors of the Company, at its meeting held on 30th January, 2014, appointed Mr. Rummel as Executive Director and Chief Financial Officer of the Company for a period of four years with effect from 1st February, 2014 pursuant to the provisions of the Companies Act, 1956 / the Act, as then applicable, subject to approval of Members of the Company and the Central Government under Section 269 of the Companies Act, 1956 and other applicable provisions, if any.

The Nomination and Remuneration Committee of Directors of the Company ("NRC") (then known as the Remuneration Committee), at its meeting held on 30th January, 2014, approved the terms and conditions including remuneration of Mr. Rummel as Executive Director and Chief Financial Officer of the Company.

An abstract of the terms and conditions of appointment including remuneration of Mr. Rummel, pursuant to then applicable Section 302 of the Companies Act, 1956 was circulated to the Members of the Company.

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- (c) At present, the salary package of Mr. Sunil Mathur, Managing Director and Chief Executive Officer is ₹ 21,46,859 per month. The salary package of Mr. Rummel from the date of his joining till 31st December, 2014 is ₹ 14,91,658 per month. Salary package includes Basic salary and other Allowances.
- (d) Further, in appreciation of the dedicated efforts and having regard to the increased responsibilities for further improving the performance of the Company in this competitive market and also the amount of remuneration being paid to managerial personnel occupying similar positions in the industry and with the objective of ensuring that whole-time directors are remunerated adequately, NRC at its Meeting held on 25th November, 2014, recommended the salary package of Mr. Mathur in the range of ₹ 20,00,000 per month to ₹ 40,00,000 per month and that of Mr. Rummel in the range of ₹ 15,00,000 per month to ₹ 30,00,000 per month, with effect from 1st January, 2015.
- (e) In addition to the above-mentioned salary packages, they shall also be entitled to Perquisites and Allowances like Rent-free semi-furnished accommodation / House Rent Allowance / Stay in a hotel; Domiciliary Medical Reimbursement, Hospitalisation Expenses, Leave; Leave Travel Concession; Home Leave; Club Fees; Long Service Award; Company maintained two cars with a single driver; Communication facility (Personal long distance calls will be borne by them), as per the Rules of the Company and such other perquisites and allowances as may be approved by the Board of Directors or NRC from time to time. Retirement benefits as per the laws applicable from time to time.
- The perquisites and allowances shall be valued as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost.
- (f) Other benefits to each of them include Children's Education Expenses, Holiday passage for children studying outside India / family staying abroad, Reimbursement of expenses incurred on joining duty and returning to home country after completion of tenure, Group Life Insurance Policy, participation in the equity based compensation programs of Siemens Aktiengesellschaft, Germany / Siemens Limited, as applicable from time to time, Siemens Global guidelines on currency loss protection (if applicable), as per the Rules of the Company and such other benefits as may be approved by the Board of Directors and / or NRC from time to time.
- (g) They shall also be entitled to remuneration by way of Performance Linked Incentive based on the specific goals mutually set and approved by the Board of Directors / NRC, from time to time.
- (h) They shall also be entitled to remuneration by way of Commission, as may be decided by the Board of Directors / NRC from time to time. The net profits shall be computed in the manner as set out under Section 198 of the Act and the Rules framed there under.
- (i) Severance fees shall be payable to each of them as per the Rules of the Company.
- (j) Notwithstanding anything hereinabove, where in any financial year during the currency of their tenure as Executive Director and Chief Financial Officer and Managing Director and Chief Executive Officer, as applicable, the Company has no profits or its profits are inadequate, the Company will pay the salary package as then applicable, Perquisites and Allowances, Benefits and Severance fees, as Minimum Remuneration to them.
- (k) No Sitting Fee shall be paid to them for attending the Meetings of the Board of Directors or any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule V to the Act and the Rules made there under, the approval of Members is sought on the resolutions set out at Item Nos. 12 to 14 of the this Notice.

In accordance with the said resolutions, within the aforesaid limits, the amount of salary package, perquisites and allowances, benefits, performance linked incentive and commission payable to them (including the types and amount of each type of perquisites, benefits and other allowances) will be decided by the Board of Directors or NRC, at such time or times, as it may deem fit, in its sole and absolute discretion.

The Board of Directors recommends resolutions set out at Item Nos. 11 to 14 of this Notice for your approval.

Mr. Rummel and Mr. Mathur are not related to any of the Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Christian Rummel and Mr. Sunil Mathur and their relatives, are interested, financially or otherwise, in the respective Resolutions set out at Item Nos. 11 to 14 of this Notice.

Item No. 15

The Members of the Company had at their 52nd Annual General Meeting held on 29th January, 2010 approved the payment of commission to the Directors of the Company (other than Managing Director, Executive Directors and Whole-time Directors) not exceeding in the aggregate 1% (One Percent) per annum of net profits of the Company to be computed in accordance with Section 198, 349 and 350 of the Companies Act, 1956, for each of the 5 (Five) financial years commencing from 1st October 2009.

Accordingly, the validity of the above mentioned resolution expired on 30th September, 2014.

In terms of Section 197 of the Companies Act, 2013 ("the Act"), the approval of the Members is not required for the payment of commission to the non-executive directors up to 1% of the net profits of the Company.

However, as per the provisions of Clause 49 (II) (c) of the Listing Agreement entered into with the Stock Exchanges (as may be in force from time to time) relating to Non-executive Directors' compensation and disclosures, all fees / compensation, payable to non-executive directors requires prior approval of the Members by means of an ordinary resolution.

Under the Act, directors have been entrusted with new responsibilities. Keeping in view the enhanced role, responsibilities and duties of directors and in appreciation of their contribution and services they have rendered / will be rendering to the Company, it is proposed to seek fresh approval of the Members of the Company as required under the Listing Agreement by way of an Ordinary resolution for the payment of commission for all subsequent financial years commencing from 1st October, 2014 as set out at Item No. 15 of this Notice.

The Board of Directors recommends Item No. 15 of the Notice for your approval.

All non-executive Directors (except Mr. Joe Kaeser, Dr. Roland Busch, Mr. Johannes Apitzsch and Ms. Mariel von Drathen as they have opted not to accept any sitting fees or commission) and their relatives are deemed to be interested in the resolution set out at Item No. 15 of this Notice, to the extent of the remuneration that may be received by each of them.

None of the Whole-time Directors (i.e. Managing Director and Executive Director) or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 16:

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's Registration No. 7464), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 30th September, 2015.

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. 16 of the Notice for ratification of the remuneration amounting to ₹ 15,00,000/- per annum plus applicable service tax and out of pocket expenses payable to the Cost Auditors for the financial year ending on 30th September, 2015.

The Board accordingly recommends the resolution at Item No. 16 of this Notice for the 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. 16 of this Notice.

Item No. 17:

The Company is a flagship listed company of Siemens Aktiengesellschaft, Germany ("Siemens AG") in India. Siemens AG along with its subsidiary holds 75% equity stake in the Company.

Siemens AG is a global technology powerhouse that has stood for engineering excellence, innovation, quality, reliability and internationality for more than 165 years and is active in more than 200 countries, focusing on the areas of electrification, automation and digitalization. It's one of the world's largest producers of energy-efficient, resource-saving technologies, leader in offshore wind turbine construction, a leading supplier of combined cycle turbines for power generation, a major provider of power transmission solutions and a pioneer in infrastructure solutions as well as automation, drive and software solutions for industry as also a leading provider of medical imaging equipment – such as computed tomography and magnetic resonance imaging systems – and a leader in laboratory diagnostics as well as clinical IT.

The Company operates in the core business segments of Industry, Energy, Healthcare and Infrastructure and Cities through its business divisions viz. Power and Gas, Power Generation Services, Energy Management, Building Technologies, Mobility, Digital Factory, Process Industries and Drives and Healthcare. The Company has 23 manufacturing plants and a nation-wide sales and service network.

The Company being part of the Siemens conglomerate, has exclusive / sole rights to carry out the Group's business within territories like India, Bangladesh, Sri Lanka, Bhutan, Maldives, Nepal and Burma and accordingly, has access to Group's synergies, state of art products and technologies, competencies and "Siemens" brand name which are very critical and essential to carry out its business operations more efficiently in an increasingly globalised and competitive scenario.

Siemens AG is a Holding company of the Company and is a "Related Party" as per definition under Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchanges ("Clause 49").

In terms of said provisions of Clause 49, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the Members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions are as under:

Particulars	Information
Name of Related Party	Siemens AG
Nature of relationship	Holding company of the Company
Name of Director(s) or Key Managerial Personnel who is related, if any	None except Mr. Joe Kaeser, Dr. Roland Busch, Mr. Johannes Apitzsch and Ms. Mariel von Drathen, being representatives of Siemens AG on the Board of the Company.
Nature and particulars of transactions with Siemens AG ("RPTs")	Sale of Goods; Services rendered; Commission received; Purchase of goods; Services received; Rent received; Interest Expense / Income; Recoveries; Purchase of equipments; Reimbursement of expenses; Bank Guarantee charges; Sale of equipments These transactions are in the ordinary course of business and are conducted on an arm's length basis.
Material terms of the contracts / arrangements / Transactions	Terms and Conditions for transaction in ordinary course of business and arm's length <ul style="list-style-type: none"> ▪ Delivery of Materials - Mainly FOB in a small percentage CIF ▪ Payment terms - 30 days (after the end of the month) average 45 days ▪ Indirect Taxes as applicable ▪ Currency - Euro / USD
Duration of these RPTs have been continued from the past	These transactions have been undertaken since inception of the Company from time to time depending on needs of business.
The value of each type of RPTs in last 2 years	This information forms part of the Notes to the Audited Financial Statements for FY 2014.
Estimated Monetary value of such RPTs	The Company adopts October to September as its financial year. Accordingly, the current financial year FY 2014-15 has just begun for the Company. Considering the business phenomenon being dynamic and given the fact that the Company is seeking the approval of the Members in midst of the current financial year, the Company expects the level of transactions with Siemens AG to be above the Materiality threshold as prescribed under Clause 49.
Whether the transactions have been approved by the Audit Committee	Yes. The proposed RPTs are in accordance with the Related Party Transactions Policy of the Company.
Any other information relevant or important for the Members to make a decision on the proposed transaction	None

The proposed RPTs are necessary, normal and incidental to business as also play a significant role in the Company's business operations and accordingly the Board recommends the Special Resolution set forth in Item No. 17 of the Notice for the approval of the Members in terms of Clause 49 VII (E) of the Listing Agreement.

None of the Directors or Key Managerial Personnel of the Company except Mr. Joe Kaeser, Dr. Roland Busch, Mr. Johannes Apitzsch and Ms. Mariel von Drathen (being representatives of Siemens AG on the Board of the Company) and their relatives are concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board of Directors

For **Siemens Limited**



Ketan Thaker
Company Secretary

Registered Office:
130, Pandurang Budhkar Marg,
Worli, Mumbai - 400 018
CIN: L28920MH1957PLC010839

Mumbai
Tuesday, 25th November, 2014

Profile of the Directors being appointed / re-appointed as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges

Particulars	Mr. Deepak S. Parekh	Mr. Yezdi Malegam	Mr. Darius Shroff
Date of Birth	18 th October, 1944	24 th September, 1933	8 th August, 1944
Date of Appointment	7 th November, 2003	1 st April, 1998	20 th February, 1997
Qualification	B.Com. Fellow Member of The Institute of Chartered Accountants of India as well as of England and Wales	B.Com. Fellow Member of The Institute of Chartered Accountants of India as well as of England and Wales	B.A (Hons), LL.B, Solicitor (Member of The Incorporated Law Society, Mumbai) & Advocate (High Court Bombay)
Expertise in specific functional areas	Strategic Business Management, Finance & Banking and Mergers & Acquisition	Accounting, Finance and Corporate & Securities Laws	Corporate and Commercial Laws; Labour and Industrial Laws
Directorships held in other Public companies in India	<ol style="list-style-type: none"> Housing Development Finance Corporation Ltd. GlaxoSmithKline Pharmaceuticals Ltd. HDFC Asset Management Company Ltd. HDFC Ergo General Insurance Company Ltd. HDFC Standard Life Insurance Company Ltd. Mahindra & Mahindra Ltd. The Indian Hotels Company Ltd. Network18 Media & Investment Ltd. 	<ol style="list-style-type: none"> National Stock Exchange of India Ltd. Firstsource Solutions Ltd. Western India Plywoods Ltd. Clariant Chemicals (India) Ltd. 	<ol style="list-style-type: none"> Ingersoll-Rand (India) Limited GMM Pfaudler Limited Kulkarni Power Tools Ltd. Unifrax India Limited
Membership of Committees held in other Public companies in India	<u>Audit Committee</u> <ol style="list-style-type: none"> The Indian Hotels Company Ltd. - Member GlaxoSmithKline Pharmaceuticals Ltd. - Member Mahindra & Mahindra Ltd. - Chairman <u>Investor Grievances Committee</u> <ol style="list-style-type: none"> GlaxoSmithKline Pharmaceuticals Ltd. - Chairman 	<u>Audit Committee</u> <ol style="list-style-type: none"> National Stock Exchange of India Ltd. - Chairman Firstsource Solutions Ltd. - Chairman Clariant Chemicals (India) Ltd. - Member Western India Plywoods Ltd. - Member 	<u>Audit Committee</u> <ol style="list-style-type: none"> Ingersoll-Rand (India) Limited - Member GMM Pfaudler Limited - Member <u>Investor Grievances Committee</u> <ol style="list-style-type: none"> Ingersoll-Rand (India) Limited - Chairman GMM Pfaudler Limited - Member <u>Nomination and Remuneration Committee</u> <ol style="list-style-type: none"> Ingersoll-Rand (India) Limited - Member GMM Pfaudler Limited - Member <u>Risk Management Committee</u> <ol style="list-style-type: none"> Ingersoll-Rand (India) Limited - Member
No. of Equity shares held in the Company	9,000	8,000	9,000

Particulars	Mr. Narendra Jhaveri	Mr. Keki B. Dadiseth	Mr. Pradip V. Nayak
Date of Birth	9 th August, 1935	20 th December, 1945	6 th September, 1943
Date of Appointment	9 th November, 2000	27 th January, 2006	27 th January, 2006
Qualification	Masters Degree in Economics from Gujarat University M.Sc. in Economics from The London School of Economics	B.Com. Fellow Member of The Institute of Chartered Accountants - England and Wales	A degree in Economics and Politics from the University of York, England. He also read Law at Gray's Inn, London
Expertise in specific functional areas	Economics and Corporate Finance	Finance, Business Management and Mergers & Acquisitions	Human Resource and Corporate Communications
Directorships held in other Public companies in India	1) Afcons Infrastructure Limited 2) Pidilite Industries Limited 3) Hindalco Industries Limited 4) Edelweiss Financial Services Limited 5) Edelweiss Securities Limited 6) Cadila Pharmaceuticals Limited	1. Britannia Industries Ltd. 2. ICICI Prudential Life Insurance Co. Ltd. 3. Piramal Enterprise Limited 4. ICICI Prudential Trust Limited 5. The Indian Hotels Company Ltd. 6. Godrej Properties Ltd. 7. JM Financial Limited 8. JM Financial Services Ltd. 9. PIEM Hotels Ltd.	1. GlaxoSmithKline Pharmaceuticals Ltd.
Membership of Committees held in other Public companies in India	<u>Audit Committee</u> 1. Afcons Infrastructure Limited - Chairman 2. Pidilite Industries Limited.- Member 3. Hindalco Industries Limited - Member 4. Edelweiss Financial Services Limited - Chairman 5. Cadila Pharmaceuticals Limited - Chairman	<u>Audit Committee</u> 1. Britannia Industries Ltd. - Member 2. Godrej Properties Ltd. - Chairman 3. ICICI Prudential Life Insurance Co. Ltd. - Chairman 4. Piramal Enterprise Ltd. - Member 5. The Indian Hotels Company Ltd. - Chairman 6. JM Financial Services Ltd. - Member 7. PIEM Hotels Ltd. - Member <u>Corporate Social Responsibility Committee</u> 1. Britannia Industries Ltd. - Member 2. JM Financial Services Ltd. - Member 3. JM Financial Ltd. - Member <u>Nomination & Remuneration Committee</u> 1. Britannia Industries Ltd. - Chairman 2. Godrej Properties Ltd. - Member 3. Piramal Enterprise Ltd. - Member 4. The Indian Hotels Company Ltd. - Chairman 5. JM Financial Services Ltd. - Member <u>Stakeholders Relationship Committee</u> 1. The Indian Hotels Company Ltd. - Member	<u>Audit Committee</u> 1. GlaxoSmithKline Pharmaceuticals Ltd. - Member <u>Remuneration Committee</u> 1. GlaxoSmithKline Pharmaceuticals Ltd. - Member
No. of Equity shares held in the Company	5,000	Nil	Nil

Particulars	Mr. Joe Kaeser	Mr. Christian Rummel
Date of Birth	23 rd June, 1957	17 th April, 1969
Date of Appointment	1 st October, 2006	1 st February, 2014
Qualification	Studied Business Administration Dipl. - Betriebswirt	Graduate in Business Management
Expertise in specific functional areas	Corporate Finance and Business Management	Corporate Finance & Business Administration
Directorships held in other Public companies in India	Nil	Nil
Membership of Committees held in other Public companies in India	N.A.	N.A.
No. of Equity shares held in the Company	Nil	Nil