SIEMENS

National Stock Exchange of India Ltd.
Bombay Stock Exchange Ltd.

Name	Ajai Jain
Department	5655 Legal
Telephone	+91-22-6757 2418
Fax	+91-22-2498 7562
Mobile	
E-mail	ajai.jain@siemens.com
Your letter of	
Our reference	
Date	28th February, 2011

Scrip Code –

Bombay Stock Exchange Ltd.: 500550
National Stock Exchange of India Ltd.: SIEMENS EQ

Compliance with Clause 31 of the Listing Agreement

Dear Sirs,

Pursuant to the provisions of Clause 31, we are sending herewith six copies of the Notice of the Extra-ordinary General Meeting of the Members of the Company to be held on Thursday, 24th March, 2011 at 3 p.m. at Indian Merchants' Chamber Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020

Yours faithfully,
For **Siemens Ltd.**

Ajai Jain
Vice President (Legal) &
Company Secretary

cc: National Securities Depository Ltd.
Central Depository Services (India) Ltd

Encl: a/a

SIEMENS LIMITED

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

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of the Company will be held on Thursday, the 24th day of March, 2011 at 3.00 p.m. at Indian Merchants' Chamber Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020 to pass with or without modification[s] the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 23(1)(b) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Code") and subject to the applicable guidelines / regulations / approvals of the Securities and Exchange Board of India, Reserve Bank of India and any other appropriate authority in this regard, as may be necessary and in accordance with:

(a) the Articles of Association of the Company; and

(b) the arrangement embodied in the Scheme of Amalgamation of Siemens Healthcare Diagnostics Limited with Siemens Limited as sanctioned by the Hon'ble High Court of Judicature at Bombay ("Scheme");

and subject to:

(i) the sanctioning of the Scheme by the Hon'ble High Court of Gujarat and subject to such conditions as may be prescribed by the Hon'ble High Court of Gujarat while granting such sanction; and

(ii) approval of the stock exchanges where the shares of the Company are listed and other appropriate authorities; and

(iii) other applicable statutory provisions;

the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to issue and allot such number of equity shares as sanctioned by the Scheme during the Offer Period of Siemens Aktiengesellschaft's voluntary offer made in accordance with the Code."

"FURTHER RESOLVED that the Board of Directors of the Company, including a 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."

By Order of the Board of Directors

For **Siemens Ltd.**

Ajai Jain
Vice President (Legal) &
Company Secretary

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

Mumbai
21st February, 2011

NOTES:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.

b. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Notice is annexed hereto.

c. Corporate Members intending to send their authorised representatives to attend the EGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the forthcoming EGM.

d. Members / Proxies / Representatives should bring the enclosed Attendance Slip, for attending the Meeting. Copies of the Notice or Attendance Slips will not be distributed at the Meeting.

e. The Notice of the EGM 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.

f. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12 noon upto the date of the EGM.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

The Board of Directors of the Company have vide resolution dated 30th November, 2009, approved a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956 of Siemens Healthcare Diagnostics Limited, Baroda ("SHDL") with the Company ("Scheme"). The Company had convened the meeting of its Members on 29th January, 2010, pursuant to the directions of the Hon'ble High Court of Judicature at Bombay ("Bombay High Court") and the Scheme was approved by the requisite majority of Members in the said meeting. The Company had presented the petition in the Bombay High Court and vide an order dated 28th January, 2011, the Bombay High Court has sanctioned the Scheme. The sanction of the Hon'ble High Court of Gujarat on the Scheme is awaited.

Siemens Aktiengesellschaft (SAG), a Company incorporated under the laws of Germany and the promoter of the Company has made a public announcement dated 31st January, 2011, pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Code") to the public shareholders of the Company, for acquisition of 19.82% of the paid-up share capital of the Company ("Open Offer").

Regulation 23(1)(b) of the Takeover Code provides that in the event of an open offer being made to the public shareholders of a Company, the Board of Directors of the Company are not permitted to "issue or allot any authorized but unissued securities carrying voting rights during the offer period" without the approval of the general body of shareholders which must be obtained after the date of the public announcement of the open offer.

It is anticipated that on the Hon'ble High Court of Gujarat approving the Scheme, the Company may have to issue and allot shares as contemplated under the Scheme during the period of the Open Offer to the shareholders of SHDL. Though the Board of Directors and the Members of the Company and the Bombay High Court have already approved the Scheme, fresh approval of the Members of the Company is required to comply with the provisions of Regulation 23(1)(b) of the Takeover Code.

Consequent to the above, the Resolution is proposed to be passed to enable the Company to issue and allot shares in accordance to the Scheme, in compliance with the provisions of the Takeover Code.

The Directors of the Company and SHDL may be deemed to be concerned and/or interested in the Resolution only to the extent of their shareholding in the respective Companies, or to the extent the said Directors are Common Directors in the Companies, or to the extent the said Directors are the partners, directors, members of the Companies, firms, association of persons, bodies corporate and/ or beneficiary of trust that hold shares in any of the Companies or to the extent they may be allotted shares of the Company as a result of the Scheme.

By Order of the Board of Directors

For **Siemens Ltd.**

Ajai Jain
Vice President (Legal) &
Company Secretary

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

Mumbai
21st February, 2011

SIEMENS LTD.

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

ATTENDANCE SLIP

I hereby record my presence at the Extra-ordinary General Meeting ("EGM") of the Company to be held at **Indian Merchants' Chamber Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020 on Thursday, 24th March, 2011, at 3.00 p.m.**

Full name of the Proxy, if attending the Meeting:

Signature of the Member / Joint Member / Proxy attending the Meeting:

Thursday, 24th March, 2011

Note:

Persons attending the Meeting are requested to bring this Attendance Slip and the EGM Notice with them. Duplicate Attendance Slips and the EGM Notice will not be issued at the EGM.

TEAR HERE

SIEMENS LTD.

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

PROXY FORM

I / We _____ of _____

being a member / members of Siemens Ltd. hereby appoint _____

of _____ or failing him/her _____ of

_____ as my / our proxy to vote for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held at **Indian Merchants' Chamber Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020 on Thursday, 24th March, 2011, at 3.00 p.m.** and at any adjournment thereof.

Registered Folio / DP. ID. & Client ID.:

No. of Shares held:

Affix a 15 Paise Revenue Stamp

Signed this.....day of .....2011.

_____

Signature(s) of the Member(s)

Note :

(a) Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.

(b) A Member entitled to attend and vote at this Meeting is entitled to appoint a proxy and the Proxy need not be a Member.

BOOK-POST / UCP

If undelivered, please return to :

SIEMENS LIMITED
130, Pandurang Budhkar Marg,
Worli,.Mumbai – 400 018

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