

19th May, 2023

National Stock Exchange of India Limited
BSE Limited

Scrip Code-

National Stock Exchange of India Limited: SIEMENS EQ
BSE Limited: 500550

Information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

This is to inform you that the Board of Directors of the Company, based on the recommendations of the Committee of Directors and the Audit Committee, at its meeting held today has approved the sale and transfer of the Company’s low voltage motors and geared motors businesses including the respective customer service business (“**the Business**”) (forming part of the Company’s Digital Industries business) to Siemens Large Drives India Private Limited, (a subsidiary of Innomatics GmbH, (formerly Siemens Large Drives GmbH), which in turn is a subsidiary of Siemens AG), as a going concern on a slump sale basis, with effect from 1st October, 2023, subject to fulfilment of conditions precedents as may be agreed between the parties, including receipt of requisite shareholders, regulatory and statutory approvals, as applicable, for a cash consideration of INR 22,000 million (Indian Rupees Twenty Two Thousand million), subject to adjustment for the change in net current assets subsequent to 31st March, 2023 up to the date of actual transfer of the Business.

The consideration has been arrived at on the basis of an independent valuation of the Business as of 31st March 2023, conducted by Grant Thornton Bharat LLP. The fairness opinion on the valuation is provided by ICICI Securities Limited, a category - I merchant banker.

Please find enclosed the following:

- (a) Disclosure pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015; and
- (b) A copy of the press release issued by the Company.

In addition, the Board of Directors has also decided to consider the distribution of 100% of the sale consideration as reduced by applicable Capital Gains Tax, and any other applicable taxes, if any, on the transaction, as a special dividend, at the first Board Meeting after completion of the proposed transaction.

In this connection, the trading window under the Company's Code of Conduct for Prohibition of Insider Trading was closed from 17th May, 2023 and shall remain closed until 21st May, 2023 (both days inclusive).

Siemens Limited
Management: Sunil Mathur
CIN: L28920MH1957PLC010839

Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030 India
Tel.: +91 22 6251 7000
Website: www.siemens.co.in
E-mail- Corporate-Secretariat.in@siemens.com

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030. Telephone +91 22 6251 7000. Fax +91 22 24362403.
Sales Offices: Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Gurgaon, Hyderabad, Jaipur, Jamshedpur, Kharghar, Kolkata, Lucknow, Kochi, Mumbai, Nagpur, Navi Mumbai, New Delhi, Puducherry, Pune, Vadodara, Visakhapatnam.



Kindly take the same on record.

Yours faithfully,
For **Siemens Limited**

Ketan Thaker
Company Secretary

Encl: a/a

Siemens Limited
Management: Sunil Mathur
CIN: L28920MH1957PLC010839

Birla Aurora, Level 21, Plot No. 1080, Tel.: +91 22 6251 7000
Dr. Annie Besant Road, Worli, Website: www.siemens.co.in
Mumbai – 400030 E-mail- Corporate-
India Secretariat.in@siemens.com

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030. Telephone +91 22 6251 7000. Fax +91 22 24362403.
Sales Offices: Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Gurgaon, Hyderabad, Jaipur, Jamshedpur, Kharghar, Kolkata, Lucknow, Kochi, Mumbai, Nagpur, Navi Mumbai, New Delhi, Puducherry, Pune, Vadodara, Visakhapatnam.

DISCLOSURE UNDER REGULATION 30 OF THE LISTING REGULATIONS
Sale or disposal of unit or division or subsidiary of the listed entity:

The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year (i.e. FY 2021-22)	<i>(Rs. in million)</i>				
	Sr. No.	Particulars	Net worth	Revenue from Operations*	Total Income
	1.	Siemens Limited# (SL)	115,271	152,558	155,719
	2.	Low voltage motors and geared motors businesses including the respective customer service business ("Business")	(883)	10,613	10,613
3.	% the Business over the net worth / income of SL	(0.77)	6.96	6.82	
* Revenue from operations include other operating income. # The figures for SL include discontinued operations.					
Date on which the agreement for sale has been entered into	Slump Sale Agreement in connection with the sale and transfer of the Business is proposed to be entered into by September 2023.				
The expected date of completion of sale / disposal	The sale and transfer of the Business shall be with effect from 1 st October, 2023, subject to fulfilment of conditions precedent as agreed between the parties, including receipt of requisite shareholders, statutory and regulatory approvals, as applicable.				
Consideration received from such sale / disposal	The consideration for the sale and transfer has been determined after negotiation between the Company, the Buyer and Siemens AG (" SAG "), taking into account an independent valuation report of the Business as at 31 st March, 2023 conducted by Grant Thornton Bharat LLP. The fairness opinion on the valuation is provided by ICICI Securities Limited, a category - I merchant banker. Accordingly, the sale price for the sale and transfer of the Business is INR 22,000 million (Indian Rupees Twenty Two Thousand million) subject to adjustment for the change in net current assets, subsequent to 31 st March, 2023 up to the date of actual transfer of the Business.				

<p>Brief details of buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof</p>	<p>Yes, the buyer belongs to the promoter group. Siemens Large Drives India Private Limited (“SLDIPL”) is a subsidiary of Innomotics GmbH (formerly Siemens Large Drives GmbH), which in turn is a subsidiary of SAG. SAG is the ultimate holding company of the Company.</p>
<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm’s length</p>	<p>Yes</p> <p>The consideration has been determined based on an independent valuation report and fairness opinion on the valuation as stated above (A copy of the valuation report and fairness opinion would be made available on the website of the Company www.siemens.co.in/investorcommunity, shortly.)</p>
<p>Name of the entities, details in brief such as size, turnover etc.</p>	<p>Seller: Company</p> <p>Refer to the website and Annual Report for FY 2021-22 of Siemens Limited for details.</p> <p>Buyer: SLDIPL was incorporated on 5th April, 2022. The financial details for the 1st Financial Year i.e. from 5th April, 2022 to 31st March, 2023 are as follows:</p> <ol style="list-style-type: none"> 1. Revenue (unaudited): Rs. 4,650 million 2. Profit from operations (unaudited): Rs. 336 million 3. Paid-up share capital: ~ Rs. 4,500 million
<p>Area of business of the entity(ies)</p>	<p>Seller: Company</p> <p>The Company offers products, integrated solutions for industrial applications for manufacturing industries, drives for process industries, intelligent infrastructure and buildings, efficient and clean power generation from fossil fuels and oil & gas applications, transmission and distribution of electrical energy for passenger and freight transportation, including rail vehicles, rail automation and rail electrification systems.</p> <p>Buyer: SLIDPL</p> <p>SLDIPL is currently engaged in the Large Drives Applications business, which produces heavy-duty electrical drive systems such as electrical motors and converters for high-voltage ranges as well as turnkey Electrical, Automation and Instrumentations solutions for cement and mining industries.</p>

<p>Rationale for proposed Slump Sale</p>	<p>Siemens AG intends to carve out the low voltage motors and geared motors business among others globally into a legally separate company and is based on Siemens AG's decision to form Innomotics, an integrated provider of motors and large drives. Effective 1st July 2023, the carve-out in Germany will be completed and Innomotics GmbH (Germany) will operate as a legally separate and independent company within the Siemens Group. In a second step, Siemens AG has informed the Company of their intent to diligently review options regarding the best future ownership of Innomotics. Such options include a public listing as well as a combination with a strategic partner or long-term oriented financial investor.</p> <p>As the intellectual property rights for these products are with Siemens AG and in view of the future plans of Siemens AG for this business, the Board of Directors of Siemens Limited has taken the decision to approve the sale and transfer of the Business.</p> <p>The Business is short cycle in nature and has an asset light model. The Company follows an outsourced manufacturing model for the low voltage motors with Siemens design and with stringent quality controls across the supply chain and manufacturing.</p> <p>The Company has very negligible geared motors and related customer service business.</p> <p>For FY 2022, the Business recorded a revenue from operations of Rs. 10,613 million and profit from operations of Rs. 1,321 million (12.45% of the revenue from operations). This represents 6.96% of the Company's revenue from operations and 9.35% of the Company's profit from operations. For the half year ended 31st March, 2023, the Business represented 6.09% of the Company's revenue from operations and 9.26% of the Company's profit from operations.</p> <p>For FY 2022, the net capital employed (NCE) of the Business was a negative Rs. 883 million. For the half year ended 31st March, 2023, the NCE was negative Rs. 917 million.</p> <p>The Company is focused on further strengthening its position as a leading technology company. The Company will continue to consolidate its business along high-growth areas that have synergies with the rest of the businesses. This will enable the Company to optimize its portfolio as a strategic lever, creating value and cash for the Company.</p>
<p>In case of cash consideration amount or otherwise share entitlement/exchange ratio in relation to the amalgamation/merger (if any); brief details of change in shareholding pattern (if any) of listed entity</p>	<p>Please refer the details as stated above. No change in the shareholding pattern of SL.</p>

Mumbai, May 19, 2023

Siemens Limited's Board of Directors approves sale of low voltage motors and geared motors business to a subsidiary of Siemens AG for Rs. 2,200 crore

- **Transaction consequent to intent of Siemens AG to carve out Innomotics business into a legally separate company**

The Board of Directors of Siemens Limited has approved the sale and transfer of low voltage motors and geared motors businesses including related customer service business ("the Business") to Siemens Large Drives India Private Limited, an entity wholly owned by Siemens AG, for a consideration of Rs. 2,200 crore with effect from 1st October 2023. The transaction is subject to fulfilment of conditions precedents agreed between the parties, including receipt of requisite shareholders, statutory and regulatory approvals, as applicable.

The Board of Directors has also decided to consider the distribution of 100% of the sale consideration as reduced by applicable Capital Gains Tax, and any other applicable taxes, if any, on the transaction, as a special dividend, at the first Board Meeting after completion of the proposed transaction.

The valuation was done by an external independent valuer. In addition, the Company also obtained a fairness opinion from a Category-I Merchant Banker. The consideration for the proposed transaction, recommended by the Audit committee, is based on the valuation undertaken by the independent valuer.

For FY 2022, the Business recorded a Revenue from Operations of Rs. 1,061 crore and Profit from Operations of Rs. 132 crore equivalent to around 12.5% of Revenue. This represents around 7% of the Company's Revenue from Operations and around 9% of the Company's Profit from Operations.

This transaction is consequent to the intent of Siemens AG to carve out the low voltage motors and geared motors business among others globally into a legally separate company and is based on Siemens AG's decision to form Innomotics, an integrated provider of motors and large drives. Effective 1st July 2023, the carve-out in Germany will be completed and Innomotics GmbH (Germany) will operate as a legally separate and independent company within the Siemens Group. Siemens AG indicated in a second step to diligently review options regarding the best future ownership of Innomotics. Such options include a public listing as well as a combination with a strategic partner or long-term oriented financial investor.

Sunil Mathur, Managing Director and Chief Executive Officer, Siemens Limited, said, "Siemens Limited is focused on further strengthening its position as a leading technology company. We will continue to consolidate our business along high-growth areas that have synergies with the rest of the businesses. This will enable the company to optimize its portfolio as a strategic lever, creating value and cash for Siemens."

Contact for journalists:

Siemens Limited, Media Relations

Bijesh Kamath / Shahzad Bagwan, phone: +91 22 6251 7000

E-mail: bijesh.kamath@siemens.com / shahzad.bagwan@siemens.com

Follow Siemens India on Twitter: www.twitter.com/siemensindia

Siemens Limited is a technology company focused on industry, infrastructure, transport as well as transmission and generation of electrical power. From more resource-efficient factories, resilient supply chains, and smarter buildings and grids, to cleaner and more comfortable transportation, the company creates technology with purpose adding real value for customers. By combining the real and the digital worlds, Siemens empowers its customers to transform their industries and markets, to transform the everyday for people. Siemens Limited is the flagship listed company of Siemens AG in India. As of September 30, 2022, Siemens Limited had Revenue from continuing operations of Rs. 14,832 crore and 8,317 employees. Further information is available on the Internet at www.siemens.co.in.

Forward-looking statements: “This document contains forward-looking statements based on beliefs of Siemens' management. The words 'anticipate', 'believe', 'estimate', 'forecast', 'expect', 'intend', 'plan', 'should', and 'project' are used to identify forward looking statements. Such statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including, amongst others, changes in the general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. Siemens does not intend to assume any obligation to update these forward-looking statements.”