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BTRsec/RLS Admin/Letters/2003/0075

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington DC 20549  
USA

23 July 2003



SUPPL

Dear Sirs,

**12g3 - 2 (b) Exemption**

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed a trading update released by Invensys Plc.

Yours faithfully,

**Rachel Spencer**  
**Deputy Secretary**  
**Invensys plc**

Tel: 0207 821 3749  
Fax: 0207 821 3884  
Email: [rachel.spencer@invensys.com](mailto:rachel.spencer@invensys.com)

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AUG 12 2003  
THOMSON  
FINANCIAL

Copy to: Mr. B. Mangino  
Mr. M. Downing



"emailalert@hemscott.  
co.uk" <emailalert  
23/07/2003 11:34

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
cc:  
Subject: News Alert: Invensys PLC - AGM Statement

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<http://www.hemscott.com>

RNS Number:8608N  
Invensys PLC  
23 July 2003  
  
23 July 2003

Update on current trading at AGM

Invensys plc, a global leader in production technology, today gave an  
update on  
current trading at its Annual General Meeting.

Addressing the shareholders at the Meeting, Chairman Lord Marshall said:

"In our Preliminary Results at the end of May, we stated that it remains  
difficult to predict the timing of a recovery in our markets. This  
situation has  
not changed.

"First quarter sales in Production Management were slightly down on the  
same  
period last year at constant exchange rates, while on the same basis,  
orders  
were flat. Until a market recovery occurs, our primary focus remains the  
control  
of our costs, while we continue to make targeted investments in technology  
and  
growth initiatives.

"Rail has continued the progress seen last year and performance in the  
Development Division remains solid.

"With regard to our disposal programme, we have made a satisfactory start  
through the recently completed sales of Baan and Teccor and the process  
with all  
other businesses is well on track."

Safe Harbor

The information communicated in this documentation with respect to the

Invensys  
financial outlook is forward looking and subject to risks and  
uncertainties. For  
this statement Invensys claims the protection of the safe harbor for  
forward-looking statements contained in the US Private Securities  
Litigation  
Reform Act of 1995.

Contact:

Invensys plc  
Duncan Bonfield +44 (0) 20 7821  
3529

Brunswick  
Ben Brewerton/Sophie Fitton +44 (0) 20 7404  
5959

About Invensys plc

Invensys is a global leader in production technology. The group helps  
customers  
improve productivity, performance and profitability using innovative  
services  
and technologies and a deep understanding of their industries and  
applications.

Invensys Production Management works closely with customers in order to  
drive up  
performance of their production assets, maximize their return on  
investments in  
production technologies and remove cost and cash from their whole supply  
chain.  
The division includes APV, Avantis, Eurotherm, Foxboro, SimSci-Esscor,  
Triconex  
and Wonderware. These businesses address process and batch industries --  
including oil, gas and chemicals, food, beverage and personal health care  
-- and  
the discrete and hybrid manufacturing sectors.

Invensys Rail Systems is one of the world's leading railway businesses,  
providing signalling, train management, automation, safety and control  
solutions  
for mass transit infrastructure. The business includes Westinghouse Rail  
Systems Limited (WRSL), Dimetronic, Safetran, Burco and Foxboro  
Transportation.  
WRSL was recently awarded two contracts valued at over £850m for  
improvements to  
the London Underground.

Invensys also currently serves other market sectors through its Development

Division. The businesses in this division are: Appliance Controls, APV Baker, Baan, Climate Controls, Hansen Transmissions, Lambda, Metering Systems, Powerware and Teccor. The Group is actively seeking to develop these businesses through equity partners or new owners.

Invensys operates in more than 60 countries, with its headquarters in London. For more information, visit [www.invensys.com](http://www.invensys.com).

This information is provided by RNS  
The company news service from the London Stock Exchange

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Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington DC 20549  
USA



23 July 2003

Dear Sirs,

**12g3 - 2 (b) Exemption**

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed the results of the 2003 Annual General Meeting (AGM).

Yours faithfully,

A handwritten signature in black ink, appearing to read "Rachel Spencer".

**Rachel Spencer**  
**Deputy Secretary**  
**Invensys plc**

Tel: 0207 821 3749

Fax: 0207 821 3884

Email: [rachel.spencer@invensys.com](mailto:rachel.spencer@invensys.com)

Copy to: Mr. B. Mangino  
Mr. M. Downing



"emailalert@hemscott.  
co.uk" <emailalert  
23/07/2003 17:33

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
cc:  
Subject: News Alert: Invensys PLC - Result of AGM

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RNS Number:9003N  
Invensys PLC  
23 July 2003

### INVENSYS PLC

#### RESULTS OF 2003 ANNUAL GENERAL MEETING ("AGM")

Invensys plc confirms that all resolutions proposed at the AGM of the Company held on 23 July 2003 were passed and the results of the poll are as detailed below:

TOTAL		FOR		AGAINST	
No. of Votes	Resolutions	No. of Votes	%	No. of Votes	%
1	To receive report and accounts for the year ended 31 March 2003	1,890,590,247	99.7	5,720,741	
0.3	1,896,310,988				
2	To approve the remuneration report	1,700,991,037	93.9	110,424,297	
6.1	1,811,415,334				
3a	To re-elect Mr R L Borjesson	1,907,373,033	99.4	12,409,475	
0.6	1,919,782,508				
3b	To elect Mr J-C Guez	1,914,566,589	99.5	10,522,889	
0.5	1,925,089,478				
3c	To elect Mr A N Hennah	1,880,584,997	99.1	17,496,671	
0.9	1,898,081,668				
3d	To elect Mr M Jay	1,916,760,941	99.6	8,326,366	
0.4	1,925,087,307				
3e	To elect Mr A E Macfarlane	1,911,700,800	99.6	8,102,742	
0.4	1,919,803,542				
4	To re-appoint Ernst & Young LLP as auditors	1,839,062,032	96.1	74,419,756	
3.9	1,913,481,788				
5	To authorise the directors to determine the auditors' remuneration	1,890,594,012	98.8	23,573,969	
1.2	1,914,167,981				
6	To authorise purchase of ordinary shares (special resolution)	1,923,715,742	99.9	1,230,737	
0.1	1,924,946,479				
7	To authorise EU political expenditure	1,827,650,833	97.6	44,000,489	
2.4	1,871,651,322				

Invensys plc further confirms that two copies of the resolutions passed as special business at the AGM have been submitted to the UK Listing Authority, in accordance with paragraphs 9.31 and 9.32 of the Listing Rules.

These resolutions will shortly be available to the public for inspection at the UK Listing Authority's Document Viewing Facility that is situated at:

The UK Listing Authority  
25 The North Collonade  
Canary Wharf  
London E14 5HS  
Tel: 020 76761000

Name of contact and telephone number for queries: Victoria Scarth, Senior Vice President, Director - Group Marketing and Communications 020 78213538

Name of Company official responsible for making notification: Jaime Tham, Senior Company Secretarial Assistant.

Date of notification: 23 July 2003

This information is provided by RNS  
The company news service from the London Stock Exchange

END

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