



## Cummins India Limited

Registered Office: Cummins India Office Campus, Tower A, 5<sup>th</sup> Floor,  
Survey No. 21, Balewadi, Pune 411 045  
(CIN: L29112PN1962PLC012276)  
Telephone: 020 67067000 Fax: 020 67067015  
Website: [www.cumminsindia.com](http://www.cumminsindia.com)  
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### NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To,

The Members of Cummins India Limited,

**NOTICE** is hereby given to the Members of Cummins India Limited that the Postal Ballot only through remote e-voting will be held from Monday, November 28, 2022 (9 a.m. IST) to Tuesday, December 27, 2022 (5.00 p.m. IST), to transact the following business(s):

#### **SPECIAL BUSINESS(S):**

**1. Appointment of Ms. Jennifer Mary Bush (DIN: 09777114) as a Director (Non-Executive and Non-Independent)**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Article 110 of the Articles of Association of the Company and such other provisions as may be applicable, **Ms. Jennifer Mary Bush (DIN: 09777114)**, who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from November 05, 2022, in terms of Section 161(1) of the Act and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of the Director (Non-Executive and Non-Independent), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**2. Appointment of Ms. Bonnie Jean Fetch (DIN: 09791477) as a Director (Non-Executive and Non-Independent)**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Article 110 of the Articles of Association of the Company and such other provisions as may be applicable, **Ms. Bonnie Jean Fetch (DIN: 09791477)**, who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from November 25, 2022, in terms of Section 161(1) of the Act and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of

the Director (Non-Executive and Non-Independent), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Registered Office:  
Cummins India Office  
Campus, Tower A,  
5<sup>th</sup> Floor, Survey no. 21,  
Balewadi,  
Pune 411 045

Place: Pune  
Date: November 25, 2022

By Order of the Board,  
For Cummins India Limited,

Vinaya Joshi  
Company Secretary  
Membership No.: A25096

**NOTES:**

- A.** The Statement of additional information pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Explanatory Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“the Act”), in respect of Special Business(s) of the Notice, is annexed hereto.
- B.** Additional information in respect of Director seeking appointment through Postal Ballot is annexed to the Notice.
- C. General instructions to the Members participating in the Postal Ballot:**
1. In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and various circulars issued by Ministry of Corporate Affairs (“MCA”) i.e. circular dated May 05, 2022 read with circulars dated December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as “MCA Circulars”) the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), the agency to provide e-voting facility.
  2. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent is being sent by electronic mode to the members on their registered email ID with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
  3. Member may note that the same will also be available on the Company’s website [www.cumminsindia.com](http://www.cumminsindia.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [info@csladda.com](mailto:info@csladda.com) with a copy marked to [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
  5. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Governing Body Resolution/Authority Letter etc by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
  6. The Company has fixed Friday, November 18, 2022 as the ‘Cut- off Date’ for the purpose of remote e-voting.
  7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting during the Postal Ballot Process. Members would be able to cast their votes and convey their assent and dissent to the proposed resolution only through the remote e-voting process. A person who is not a Member as on the Cut- off Date should treat this Notice for information purposes only.
  8. Pursuant to MCA Circulars, the Notice of the Postal Ballot is being sent only by email to the Members, whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the Postal Ballot and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
    - (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company’s email address [cil.investors@cummins.com](mailto:cil.investors@cummins.com). All these details can be uploaded on the given link in one go [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html).
    - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. Members shall vote electronically by following the procedure as mentioned in Point 'D'. The e-voting period commences on Monday, November 28, 2022 (9.00 a.m. IST) and ends on Tuesday, December 27, 2022 (5.00 p.m. IST). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Company has appointed Link Intime India Private Limited, Mumbai, as its Registrar and Transfer Agent. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-  
Link Intime India Private Limited  
Unit: Cummins India Limited  
C-101, 1st Floor, 247 Park  
L.B.S. Marg, Vikhroli (West) Mumbai 400083, Maharashtra  
Phone No.: (022) 49186270 Fax No.: (022) 49186060  
Contact person: Mr. Jayprakash VP  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
11. Relevant documents, if any, referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from date of the circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents before can send an email request on [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
12. Members may send their queries related to items included in the Postal Ballot notice on the email [cil.investors@cummins.com](mailto:cil.investors@cummins.com) from their registered email address, mentioning their name, folio number / DP ID- Client ID as applicable, mobile number, copy of PAN Card.
13. Mr. Pramodkumar Ladda (Membership No. FCS 7326 and CP No. 8006) Partner of M/s Ladda Bhutada & Associates, Company Secretaries, Pune, has been appointed as the Scrutinizer to scrutinize the e-voting process and vote casted through remote e-voting, in a fair and transparent manner.
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, December 27, 2022.
15. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

**D. Instructions for voting through electronic means by Members:**

1. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the provisions of Regulation 44 of SEBI Listing Regulations, and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Company is providing e-voting facility of National Securities Depository Limited ("NSDL") to its Member to exercise their rights to vote on the proposed resolutions by electronic means.
2. The e-voting period commences on Monday, November 28, 2022 (9.00 a.m. IST) and ends on Tuesday, December 27, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., Friday, November 18, 2022, may cast their votes electronically as per the process detailed in this Notice. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

3. The details of the process and manner for login and remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**I. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Pursuant to SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and email ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDEAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the homepage of e-Services home page is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under the value added services.</li> <li>4. Click on “<b>Access to e-Voting</b>” appearing on the left hand under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against the Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

Type of shareholders	Login Method
	<p>3. Please follow steps given in points 1-5 above.</p> <p><b>‘NSDL Speede’ : NSDL Mobile App</b></p> <p>Members may download the mobile app “<b>NSDL Speede</b>” by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/ Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (<i>i.e. your sixteen digit demat account number held with NSDL</i>), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for <b>Easi / Easiest</b>, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi</b>.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your Demat Account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Once logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against the Company Name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login Type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## II. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### Steps to Log-in to NSDL e-Voting website:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS Login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

## 1. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 123456 then user ID is 123456001***.

## 2. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If case you have not registered your email ID with the Company/ Depository, please follow the instructions mentioned below in the notice.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

4. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
5. Now, you will have to click on “Login” button.
6. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing Demat Account Number / Folio Number, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

**E. Other instructions:**

1. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, November 18, 2022.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the dispatch of notice but on or before the Cut-off Date for e-voting i.e. November 18, 2022, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if the Member is already registered with NSDL for e-voting, then existing User ID and Password can be used for casting votes. Members who have forgotten the User ID and Password can reset their Password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and

becomes a Member of the Company after the dispatch of notice but on or before the Cut-off Date for e-voting i.e. November 18, 2022 may follow steps mentioned in the Notice of the Postal Ballot under "Access to NSDL e-Voting system".

3. The Scrutinizer will submit his Report to the Chairman after the completion of scrutiny and the result of e-voting will be declared within two working days of conclusion of the meeting. The declared results along with the Scrutinizer Report will also be displayed on the website of the Company at [www.cumminsindia.com](http://www.cumminsindia.com) and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed.

## ANNEXURE TO THE NOTICE

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and statement of additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to following items of the Notice:**

### Item No. 1

#### **Appointment of Ms. Jennifer Mary Bush (DIN: 09777114) as a Director (Non-Executive and Non-Independent)**

Ms. Jennifer Mary Bush (aged about 48 years) holds a bachelor's degree in Mechanical Engineering from Wirral Metropolitan College and a MBA with a concentration in International Marketing from Leicester University.

Ms. Jennifer Mary Bush joined Cummins Inc., USA in 1997 as a parts writer in the U.K. after completing a technician apprenticeship with the program's first female graduate, Ms. Shell Oil.

Ms. Bush is the Vice President of Cummins Inc., USA and President of the Cummins Power Systems Business, where she oversees a global and diversified business segment. Most recently, Ms. Bush served as Vice President, Cummins Sales and Service North America where she led the transformation of the North American Distribution business. Ms. Bush has contributed to the Organization's success in various leadership roles spanning power generation, industrial markets and distribution. She has a strong business acumen, is focused on painting a vision and energizing teams to deliver outstanding results for customers and the business.

Ms. Bush's broad career experience includes serving as a Six Sigma Blackbelt in Power Systems, leading the Global Commercial Marine Engine business and directing key distribution markets in the U.S. She possesses deep expertise in large industrial markets including the commercial marine, oil & gas and mining segments. Ms. Bush currently serves on the Boards of Century Aluminum as Health, Safety and Sustainability Chair and Youth Villages, a non-profit providing help for children and young people across the U.S.A.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Jennifer Mary Bush (DIN: 09777114) as an Additional Director (Non-Executive and Non-independent) of the Company in their meeting held on November 04, 2022, with effect from November 05, 2022 under Article 110 of the Articles of Association of the Company.

Pursuant to amendment to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Bush is eligible to be appointed Director (Non-Executive and Non-Independent) of the Company. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Bush for office of the Director of the Company.

Ms. Bush has given a declaration to the Board that she meets the criteria to be appointed as a Director, as required under the Companies Act, 2013. In the opinion of the Board, Ms. Bush fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as a Director.

No Board Meeting of the Company was held during the period November 05, 2022 (effective date of appointment of Ms. Bush) till date of this Notice and consequently, Ms. Bush has not attended any Board Meeting of the Company as an Additional Director (Non- Executive and Non-Independent) of the Company as on the date of the Notice.

The Company has received the relevant disclosures from Ms. Jennifer Mary Bush including the following:

- (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

Ms. Jennifer Mary Bush does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company. Further, she does not hold any directorship or membership of Committees in other Companies in India.

Except Ms. Jennifer Mary Bush, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Ordinary Resolution at set out at Item No. 1 of the Notice for approval by the Members.

## Item No. 2

### **Appointment of Ms. Bonnie Jean Fetch (DIN: 09791477) as a Director (Non-Executive and Non-Independent)**

Ms. Bonnie Jean Fetch (aged about 52 years) holds a Bachelor of Science degree in Applied Organizational Management and had completed her post graduate studies in Leadership and Organizational Behavior. She graduated from the Stanford University Executive Program in 2011 and completed the Singularity University Executive Program in 2015.

Ms. Bonnie Jean Fetch joined Cummins Inc. in 2018. She is an Executive Officer and leads the Global Supply Chain for Cummins' Distribution Business Segment and has overall leadership accountability for Supply Chain Operations across Cummins in North America. She is currently leading large-scale supply chain transformation across Cummins and leads Cummins Global Supply Chain Services. She was previously also accountable for the Distribution Segment's sales, service, and support business in four emerging markets in Africa, China, India, and Latin America.

Ms. Fetch has a broad experience of leading global organizations to significantly improved business performance through inspiring vision and strategy, fully engaging teams and intentionally building an aligned culture for high performance. She has expertise in strategic planning, logistics and manufacturing operations, business development, engineering, supply-chain management, and human resources. She has an extensive experience in corporate roles such as Chief Learning Officer, Human Resources Director, and Global Supply Chain Executive Director.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Bonnie Jean Fetch (DIN: 09791477) as an Additional Director (Non-Executive and Non-independent) of the Company vide its circular resolution BM/3/2022-23, passed with requisite majority on November 24, 2022, with effect from November 25, 2022 under Article 110 of the Articles of Association of the Company.

Pursuant to amendment to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Fetch is eligible to be appointed as a Director (Non-Executive and Non-Independent) of the Company. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Fetch for office of the Director of the Company.

Ms. Fetch has given a declaration to the Board that she meets the criteria to be appointed as a Director, as required under the Companies Act, 2013. In the opinion of the Board, Ms. Fetch fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as a Director.

No Board Meeting of the Company was held during the period November 25, 2022 (effective date of appointment of Ms. Fetch) till date of this Notice and consequently, Ms. Fetch has not attended any Board Meeting of the Company as an Additional Director (Non- Executive and Non-Independent) of the Company as on the date of the Notice.

The Company has received the relevant disclosures from Ms. Fetch including the following:

- (iii) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (iv) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

Ms. Bonnie Jean Fetch does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company. Further, she does not hold any directorship or membership of Committees in other Companies in India.

Except Ms. Bonnie Jean Fetch, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the Members.

Registered Office:  
Cummins India Office  
Campus, Tower A,  
5<sup>th</sup> Floor, Survey no. 21,  
Balewadi,  
Pune 411 045

Place: Pune  
Date: November 25, 2022

By Order of the Board,  
For Cummins India Limited,

Vinaya Joshi  
Company Secretary  
Membership No.: A25096

**Additional information as required under the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 in respect of the Directors' appointment is provided below:**

<b>Name</b>	<b>Age (Years)</b>	<b>Educational Qualifications</b>	<b>Experience/ Expertise/ Brief Resume/ Skills and Capabilities</b>	<b>Relationship with other Directors/ Key Managerial Personnel (KMP)</b>	<b>Directorships and No. of Membership/ Chairmanship of Committees in other entities*</b>	<b>Share-holding</b>	<b>Justification for choosing the Director</b>
Ms. Jennifer Mary Bush	48	Holds a bachelor's degree in Mechanical Engineering from Wirral Metropolitan College and a MBA with a concentration in International Marketing from Leicester University	Refer Item No. 1 of the explanatory statement of the Notice of Postal Ballot	Not related to any Director/ KMP of the Company.	NIL	NIL	Refer Item No. 1 of the explanatory statement of the Notice of Postal Ballot
Ms. Bonnie Jean Fetch	52	Holds a Bachelor of Science degree in Applied Organizational Management and has completed her post graduate studies in Leadership and Organizational Behavior.	Refer Item No. 2 of the explanatory statement of the Notice of Postal Ballot	Not related to any Director/ KMP of the Company.	NIL	NIL	Refer Item No. 2 of the explanatory statement of the Notice of Postal Ballot

\* Listed entities/ Public Companies in India

**Notes on Terms and conditions of appointment including remuneration:**

- Ms. Jennifer Mary Bush and Ms. Bonnie Jean Fetch, Directors (Non-Executive and Non-Independent), are liable to retire by rotation and are not entitled to any remuneration from the Company.