



## Cummins India Limited

(CIN: L29112PN1962PLC012276)

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

Telephone: 020 67067000; Fax: 020 67067015

Website: [www.cumminsindia.com](http://www.cumminsindia.com)

E-mail: [cil.Investors@cummins.com](mailto:cil.Investors@cummins.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 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 that pursuant to Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India read with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process through e-voting vide general circulars issued by MCA, including any statutory modification or amendment or re-enactment thereof for the time being in force, the Company seeks consent of the Members, for the following items of business(es) through Postal Ballot which shall mean voting only by way of electronic means through remote e-voting facility in compliance with Section 108 of the Act, from Monday, September 08, 2025 (9:00 AM IST) to Tuesday, October 07, 2025 (5:00 PM IST).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution(s) setting out the material facts and the reasons thereof is appended to this Notice.

#### **SPECIAL BUSINESS(ES):**

##### **1. Appointment of Mr. Thierry Bruno Pimi Nouyeuwe (DIN: 11225590) as a Director (Non-Executive and Non-Independent) of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, of the Companies Act, 2013 (“the Act”) read with the Rules framed 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, (“Listing Regulations”), as amended from time to time, Article 110 of the Articles of Association of the Company and such other provisions as may be applicable, Mr. Thierry Bruno Pimi Nouyeuwe (DIN: 11225590), who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Non-Independent) with effect from August 09, 2025, in terms of Section 161(1) of the Act and pursuant to recommendation of the Nomination and

Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his 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. Vibha Paul Rishi (DIN: 05180796) as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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. Vibha Paul Rishi (DIN: 05180796), who was appointed by the Board of Directors of the Company as an Additional Director (Non- Executive and Independent) of the Company with effect from August 09, 2025, who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations being qualified to be Director of the Company, 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, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from August 09, 2025 to August 08, 2030 and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Ms. Vibha Paul Rishi, be paid such sitting fees and remuneration, reimbursement of expenses and profit-related commission as permissible under law, and as approved by the members for the Independent Directors of the Company, from time to time.”

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

By Order of the Board,  
For Cummins India Limited,

Place: Pune  
Date: August 07, 2025

Vinaya Joshi  
Company Secretary and Compliance Officer  
Membership No.: A25096

## NOTES:

- A.** The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating material facts and reasons for the proposed resolutions, in respect of Special Business(es) of the Notice, is annexed hereto.
- B.** Statement of Additional information as required under the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard 2 in respect of the Directors’ appointment is annexed to this Notice.
- C.** General instructions to the Members participating in the Postal Ballot through remote e-voting facility
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, read with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular 09/2024 dated September 19, 2024 issued by MCA read with other relevant circulars issued in this regard and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”) or any further amendment or modification thereof from time to time, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (Insta Vote), Registrar and Transfer agent of the Company (RTA) to provide e-voting facility.
  2. In compliance with the Circulars, the Notice of the Postal Ballot is being sent by electronic mode to the members on their registered e-mail 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 Notice of Postal Ballot 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 the e-voting service provider, MUFG Intime India Private Limited (Insta Vote), Registrar and Transfer Agent of the Company at <https://instavote.linkintime.co.in/>.
  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 e-mail to [info@csladda.com](mailto:info@csladda.com) with a copy marked to [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
  5. The Company has fixed Friday, August 29, 2025 as the ‘Cut- off Date’ for the purpose of remote e-voting. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
  6. 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 resolutions 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.
  7. As the Notice of the Postal Ballot is being sent only by e-mail to the Members, whose e-mail addresses are registered with the Company/ Depositories. Members, whose e-mail address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive electronic copy of the notice of the postal ballot can send their request to the Company on [cil.investors@cummins.com](mailto:cil.investors@cummins.com).

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders.

8. Members shall vote electronically by following the detailed procedure/instructions as mentioned in Point 'D'.

The remote e-voting facility will be available during the following period:

<b>Commencement of Remote E-Voting</b>	<b>End of Remote E-Voting</b>
Monday, September 8, 2025 (9:00 AM IST)	Tuesday, October 07, 2025 (5:00 PM IST)

9. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
10. The Company has appointed MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), as its Registrar and Transfer Agent (RTA). 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:
- MUFG Intime India Private Limited  
(Formerly Link Intime India Private Limited)  
Unit: Cummins India Limited  
C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai 400083  
Phone No.: (022) 49186270; Fax No.: (022) 49186060  
Contact person: Mr. Jayprakash VP  
E-mail: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
11. Members may please note that SEBI vide its Circular No. SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 / ISR – 5. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. With reference to above point, SEBI has mandated furnishing the following information by holders of securities in physical form:
- Valid PAN i.e. PAN linked with Adhaar;
  - choice of nomination – registration by submitting Form SH-13 or Declaration to opt-out nomination by submitting Form ISR-3;
  - KYC Details that includes:
    - contact details – i.e. present postal address with PIN code and mobile number in all cases and e-mail address for availing online services;
    - bank account details – i.e. bank and branch name, bank account number, IFSC code;
    - specimen signature – by submitting duly attested Form ISR- 2.

The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made electronically to the security holders holding securities in physical form, only upon furnishing of the Valid PAN and the KYC details, as mentioned above, against their respective folios. Kindly note that, pursuant to the SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the condition of furnishing or updating of 'Choice of Nomination' against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished. However, the shareholders are encouraged, in their own interest, to provide or update the 'Choice of Nomination' against the folio for ensuring smooth transmission of securities. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and

Form SH-13/Form ISR-3 along with the related proofs mentioned in the respective forms as the earliest. The format of all above service request ISR forms, is available on the Company's website at <https://www.cummins.com/en/in/investors/india-investors-notices> and on the web site of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

13. **Opening of special window for re-lodgment of transfer deeds:**

Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 (extended to March 31, 2021) and rejected / returned / not attended to, due to deficiency in the documents / process or otherwise, has been opened for a period of six months from July 07, 2025 till January 06, 2026.

During this period, the securities that were re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

Eligible shareholders are hereby requested to contact our Registrar and Transfer Agent (RTA) at the contact details provided at Note no. 10.

14. Relevant documents as 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 up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail request on [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
15. Members may send their queries related to item(s) included in the Notice of Postal Ballot on the e-mail [cil.investors@cummins.com](mailto:cil.investors@cummins.com) from their registered e-mail address, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number.
16. Mr. Pramodkumar Ladda (Membership No. FCS 7326 and CP No. 8006) Partner, M/s. Ladda Bhutada & Associates, Company Secretaries, Pune, has been appointed as the Scrutinizer to scrutinize the e-voting process i.e., vote casted through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit his report to the Chairperson or the Company Secretary as authorized by the Board after completion of the scrutiny of the votes cast by the remote e-voting facility. The results of the Postal Ballot remote e-voting will be declared within two working days from the end of remote e-voting period by placing it, along with the scrutinizer's report, 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.
17. The Resolutions as set out in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting i.e., October 07, 2025.
18. 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.
19. **Appeal under "Saksham Niveshak" initiative by Investor Education and Protection Fund (IEPF) Authority**

As per Section 124 (4) and 124 (6) of the Act read with the IEPF Rules as amended, dividend remained unpaid or unclaimed and the respective shares in respect of which dividend has remained unpaid/unclaimed for seven (7) consecutive years or more are required to be transferred to IEPF. Accordingly, unclaimed dividend and all the shares in respect of which dividend has remained unclaimed / unpaid for seven (7) consecutive years or more, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the shares so transferred. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website: [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. The procedure for claiming the unpaid dividend and equity shares transferred to the IEPF Authority is provided on the following link: <http://www.iepf.gov.in/IEPF/refund.html>. The Members are requested to contact RTA in case of any queries on the same. The details of the unclaimed dividends and respective underlying shares are available on the website of the Company at <https://www.cummins.com/en/in/investors/india-dividend> and Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).

#### **D. Remote E-Voting Instructions:**

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and e-mail ID correctly in their demat accounts to access remote e-voting facility.

#### **Login method for Individual shareholders holding securities in demat mode:**

- **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - NSDL IDeAS facility**

###### **Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-voting services under Value added services section. Click on "Access to e-voting" under e-voting services.
- Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

###### **Shareholders not registered for IDeAS facility:**

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



##### **METHOD 2 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.
- Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client ID, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered e-mail ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.
- e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **• Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **METHOD 1 - CDSL Easi/ Easiest facility:**

##### **Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### **METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **• Individual Shareholders holding securities in demat mode using Depository Participant's website**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP to InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

**Shareholders not registered for INSTAVOTE facility:**

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  - User ID: Enter User ID
  - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Note:**

- Shareholders holding shares in NSDL form, shall provide ‘D’ above
  - Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’ above
  - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Enter Image Verification (CAPTCHA) Code.
  - Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

## **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### **• Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person e-mail ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory / Director / Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) are sent to Primary contact person's e-mail ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
  - 3) 'Investor PAN' – Enter your 10-digit PAN.
  - 4) 'Power of Attorney' – Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### STEP 3 –Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

##### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

##### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

- **Forgot Password:**

a) Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

Click on "**Login**" under 'SHARE HOLDER' tab.

- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

b) In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid e-mail address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

c) Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- **General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') 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 ('Listing Regulations') with respect to following items of notice:**

**Item No. 1: Appointment of Mr. Thierry Bruno Pimi Nouyeuwe (DIN: 11225590) as a Director (Non-Executive and Non-Independent) of the Company**

Mr. Thierry Bruno Pimi Nouyeuwe (aged about 50 years) is a professional mechanical engineer with over 25 years of experience in the power generation, manufacturing and mining industries. Currently, Mr. Pimi leads the Distribution Business Unit International Operations at Cummins Inc. Prior to this, he led Africa Middle East region for 6 years, the Southern Africa Distribution for 2 years and the North & West Africa regional distribution for 3 years. Throughout these roles, he has demonstrated strong financial, strategic, and commercial acumen, along with exceptional people management skills.

Mr. Pimi began his journey with Cummins in 2009 in the Corporate Strategy team in Columbus, Indiana, where he led key initiatives focused on growth, profitability, divestiture, and acquisitions. In 2011, he was appointed Africa Mining Business Leader, a role in which he built and leveraged strong relations with Africa Distributors to expand coverage and improve preference for Cummins power.

The Board of Directors of the Company at its meeting held on August 07, 2025, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Pimi as an Additional Director (Non-executive and Non-Independent) of the Company, liable to retire by rotation, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from August 09, 2025.

Pursuant to Regulation 17(1C) of the Listing Regulations, 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. Mr. Pimi 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 Act, proposing the candidature of Mr. Pimi for office of the Director of the Company.

Mr. Pimi has given a declaration to the Board that he meets the criteria to be appointed as a Director, as required under the Act. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Pimi fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as a Director.

The Company has received the relevant disclosures from Mr. Pimi *inter-alia* including the following:

- (i) consent in writing to act as 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 he is not disqualified under Section 164 (1) and (2) of the Act.
- (iii) confirmation that he is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Therefore, it is proposed to seek approval of the members by way of an Ordinary Resolution for appointment of Mr. Pimi as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation with effect from August 09, 2025 and he is not entitled to any remuneration from the Company.

The details of directorship or membership of Committees, and shareholding etc. of Mr. Pimi forms part as Annexure to the Notice.

Except Mr. Pimi, 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 at Item No. 1 of 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. Vibha Paul Rishi (DIN: 05180796) as a Non-Executive Independent Director of the Company**

Ms. Vibha Paul Rishi (aged about 65 years) is an accomplished marketing specialist with international experience in spearheading global marketing campaigns for high-visibility consumer products. She has worked at senior positions in branding, strategy, innovation, and human capital around the world. Her core competency includes product rebranding, new product development and launch, alignment of global marketing teams of start-ups, entering new international markets, best practices, and organisational structure. Given her many years of experience as a Board and Committee member in many leading companies, she has gained specialised knowledge and practical experience in the Agricultural and Rural Economy, Economics, Finance, Information Technology, Human Resources Management, Risk Management, Business Management, Consumer Insight & Marketing and Strategy.

Further, she was associated with PepsiCo for 17 years attaining leadership roles in the areas of marketing and innovation in India, United States and United Kingdom. She was also one of the founding team members of PepsiCo when it began operations in India.

The Board of Directors of the Company at its meeting held on August 07, 2025, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Ms. Vibha Paul Rishi (DIN: 05180796), as an Additional Director (Non-Executive and Independent) of the Company, for a consecutive period of five years with effect from August 09, 2025 till August 08, 2030, not liable to retire by rotation, pursuant to the provisions of the Act and the Articles of Association of the Company.

The Company has received the relevant disclosures from Ms. Rishi *inter-alia* including the following:

- (i) consent in writing to act as 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 Section 164 (1) and (2) of the Act.
- (iii) confirmation of compliance with conditions of independence prescribed under Regulation 16(1) (b) of Listing Regulations.
- (iv) confirmation of compliance with conditions of independence prescribed under Section 149(6) of the Act including compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (v) confirmation that she is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The NRC and Board further acknowledged that Ms. Rishi fulfils the criteria of Independence as prescribed under the Act and the Listing Regulations and was of the opinion that she shall be able to discharge her duties with an objective independent judgment and without any external influence and that she is independent of Management of the Company.

The NRC and Board has taken on record the declarations submitted by Ms. Rishi and after undertaking due veracity of the same, was of the opinion that Ms. Rishi is a person of integrity and have requisite qualification, experience (including the proficiency) and possess relevant skills/expertise/competencies, as identified by the Board of Directors in the context of Company's business(es) and sector(s), as detailed in the Company's Nomination and Remuneration Policy and her appointment as an Independent Director will be in the interest of the Company and its members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of the members at the general meeting and pursuant to Regulation 17(1C) of the Listing Regulations, as amended, 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. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment of Independent Director of a listed entity shall be subject to the approval of shareholders by way of a Special Resolution.

Therefore, having received the requisite notice under Section 160 of the Act proposing the candidature of Ms. Rishi for office of the Director of the Company, the Board recommended and proposed to seek approval of the members by way of a Special Resolution for appointment of Ms. Vibha Paul Rishi as an Independent Director for a period of five consecutive years with effect from August 09, 2025 up to August 08, 2030, not liable to retire by rotation.

Ms. Rishi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to reimbursement of expenses, profit-related commission as permissible under law, and as approved by Members for the Independent Directors of the Company, from time to time.

The terms and conditions of appointment of Independent Directors shall be available at the Company's website at <https://www.cummins.com/en/in/investors/india-corporate-governance>.

The details of directorship or membership of Committees, and shareholding etc. of Ms. Rishi forms part as Annexure to the Notice.

Except Ms. Rishi, 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 Special 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

By Order of the Board,  
For Cummins India Limited,

Place: Pune  
Date: August 7, 2025

Vinaya Joshi  
Company Secretary & Compliance Officer  
Membership No.: A25096

## ANNEXURE TO THE NOTICE

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

Sr. No.	Particulars	Details	
1	Name of the Director	Mr. Thierry Bruno Pimi Nouyeuwe	Ms. Vibha Paul Rishi
2	DIN	11225590	05180796
3	Age	50 Years	65 Years
4	Educational Qualifications	Mechanical Engineer, MBA in Finance and Strategic Management	Master of Business Administration in Marketing, Honours in Economics
5	Expertise / Skills and Capabilities in specific functional areas	General Management and Leadership, Global business/emerging Market Experience, Industry knowledge and Experience, Mergers Acquisitions, Sales and Marketing	General Management and Leadership, Industry knowledge and Experience, Human Resource Management, Information Technology and Innovation and Governance and Regulatory oversight, Sales & Marketing
6	Relationship with other Directors/ Key Managerial Personnel (KMP)	Not related to any Director/ KMP of the Company.	Not related to any Director/ KMP of the Company.
7	Shareholding including beneficial ownership in the Company as on date of the Notice	NIL	NIL
8	Directorship in listed companies and other directorships* including cessation from listed companies in past three years	NIL	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>1. ICICI Bank Limited</li> <li>2. Piramal Pharma Limited</li> <li>3. ICICI Prudential Life Insurance Company Limited</li> </ol> <p><b>Other Companies:</b></p> <ol style="list-style-type: none"> <li>1. Pratham Education Foundation (Non-Government Company).</li> </ol> <p>Ms. Rishi has ceased to be an Independent Director from the following listed companies in past three years:</p> <ol style="list-style-type: none"> <li>1. Tata Chemicals Limited</li> <li>2. Asian Paints Limited</li> <li>3. Escorts Kubota Limited</li> </ol>

Sr. No.	Particulars	Details	
9	Membership / Chairmanship of Committees of other entities**	NIL	<p><b>ICICI Bank Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairperson)</li> </ul> <p><b>Piramal Pharma Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairperson)</li> </ul> <p><b>ICICI Prudential Life Insurance Company Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> </ul>
10	No. of board meetings attended during the financial year (FY 2026)	His appointment is effective from August 9, 2025.	Her appointment is effective from August 9, 2025.
11	Terms and conditions of appointment including remuneration	Mr. Thierry Pimi, Non-Executive and Non-Independent Director, is liable to retire by rotation and not entitled to any remuneration from the Company.	Ms. Vibha Paul Rishi, Independent Director, is not liable to retire by rotation. Ms. Rishi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to reimbursement of expenses, profit-related commission as permissible under law, and as approved by Members for the Independent Directors of the Company, from time to time

\* Includes directorship of Listed entities/ Public Companies in India

\*\* Chairpersonship and membership of Audit Committee and Stakeholders' Relationship Committee are considered.