



Cummins India Limited

Registered Office: Cummins India Office Campus, Tower A, 5th Floor,

Survey No. 21, Balewadi, Pune 411 045

(CIN: L29112PN1962PLC012276)

Telephone: 020 67067000; Fax: 020 67067015

Website: www.cumminsindia.com; E-mail: cil.investors@cummins.com

NOTICE OF THE 64th ANNUAL GENERAL MEETING

To,

The Members of Cummins India Limited,

NOTICE is hereby given that the Sixty-fourth Annual General Meeting of the Members of Cummins India Limited will be held on Friday, the 8th day of August, 2025, at 09:30 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, along-with the reports of the Board of Directors and the Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along-with the report of the Auditors thereon.
3. To declare final dividend on equity shares of the Company for the Financial Year ended March 31, 2025, and to confirm the payment of interim dividend for the Financial Year 2024-25.
4. To appoint a Director in place of Ms. Jennifer Mary Bush (DIN: 09777114), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. **To ratify remuneration payable to the Cost Auditor, M/s. C S Adawadkar & Co., for the Financial Year 2025-26.**

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 148 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit and Compliance Committee and approved by the Board of Directors, the remuneration not exceeding ₹ 9,50,000/- (Rupees Nine Lacs and Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditor, M/s. C S Adawadkar & Co., Cost Accountants, (Firm Registration Number: 100401) for the Financial Year ending March 31, 2026, be and is hereby ratified."

6. To approve material related party transaction(s) with Cummins Technologies India Private Limited.

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

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions and as recommended by Audit and Compliance Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Cummins Technologies India Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for Financial Year 2025–26 up to maximum aggregate value of ₹ 3,239/- Crores (Rupees Three Thousand Two Hundred and Thirty-Nine Crores only), in the nature of:

- a. purchase of engines, gensets, turbochargers, their parts, components and spares by the Company;
- b. sale of engines/ gensets, their parts, accessories, and spares by the Company;
- c. availing/rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (‘Other RPTs’);

on such terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and related party.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as they may deem fit at their absolute discretion to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Directors or Key Managerial Personnel(s) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. To approve material related party transaction(s) with Tata Cummins Private Limited.

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

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions, and as recommended by Audit and Compliance Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Tata Cummins Private Limited, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for Financial Year 2025–26 up to maximum aggregate value of ₹ 2,003/- Crores (Rupees Two Thousand and Three Crores only) in the nature of:

- a. purchase of internal combustion engines including but not limited to B, C and L series engines, their parts and accessories thereof by the Company;
- b. sale of internal combustion engines, their parts and accessories thereof by the Company;
- c. availing/rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (‘Other RPTs’);

on such terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and related party.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as they may deem fit at their absolute discretion to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Directors or Key Managerial Personnel(s) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To approve material related party transaction(s) with Cummins Limited, UK.

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, and as recommended by Audit and Compliance Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Cummins Limited, UK, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for Financial Year 2025-26 up to maximum aggregate value of ₹ 1,576/- Crores (Rupees One Thousand Five Hundred and Seventy-Six Crores only) in the nature of:

- a. sale of engines/gensets, their parts, accessories, and spares by the Company;
- b. purchases of engines/ gensets, their parts, accessories or spares by the Company;
- c. availing/rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs');

on such terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and related party.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as they may deem fit at their absolute discretion to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Directors or Key Managerial Personnel(s) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. To approve material related party transaction(s) with Cummins Inc., USA.

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, and as recommended

by Audit and Compliance Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Cummins Inc., USA, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for Financial Year 2025-26 up to maximum aggregate value of ₹ 894/- Crores (Rupees Eight Hundred and Ninety-Four Crores only) in the nature of:

- a. sale of engines/gensets, their parts, accessories, and spares by the Company;
- b. purchases of engines/ gensets, their parts, accessories or spares by the Company;
- c. availing/rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs').

on such terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and related party.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as they may deem fit at their absolute discretion to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Directors or Key Managerial Personnel(s) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

10. To approve the appointment of M/s. Makarand M. Joshi & Co. as the Secretarial Auditors of the Company.

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

"RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on recommendation of the Audit and Compliance Committee and the Board of Directors of the Company, M/s. Makarand M. Joshi & Co., Company Secretaries in practice, a peer reviewed firm of Company Secretaries, (Firm Registration Number: P2009MH007000), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to conduct the Secretarial Audit of the Company commencing from Financial Year 2025-26 up to Financial Year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined and recommended by the Audit and Compliance Committee in consultation with the said Secretarial Auditors."

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

By Order of the Board,
For Cummins India Limited,

Place: Pune
Date: May 28, 2025

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”) in respect of Item Nos. 4 to 10 and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of Special Business at Item Nos. 5 to 10 of the Notice, is annexed hereto. In this notice, the terms Member(s) or Shareholder(s) are used interchangeably.
- B.** Additional information in respect of Director seeking appointment/re-appointment at the 64th Annual General Meeting (“AGM”) forms part of Explanatory Statement annexed to the notice.
- C.** General instructions to the Members participating in the 64th AGM through VC/OAVM facility:
1. In compliance with the various circulars issued by Ministry of Corporate Affairs (“MCA”) i.e. circular dated September 19, 2024, read with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), the companies are permitted to conduct their AGM through VC/OAVM without the physical presence of the Members at a common venue on or before September 30, 2025. In compliance with the provisions of the Act, Listing Regulations, read with the Circulars, the 64th AGM of the Company is being held through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 64th AGM shall be the Registered Office of the Company.
 2. In line with the MCA Circulars and SEBI Circular, the notice of the 64th AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to the Members on their registered e-mail ID with the Depositories/RTA, unless any Member has requested for a physical copy of the same. Member may note that the same will also be available on the Company’s website <https://www.cummins.com/en/in/investors/india-annual-reports>, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

All the members whose names are recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on July 04, 2025 will be considered for the purpose of sending the Notice of AGM and the Annual Report. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) whose e-mail addresses are not registered. Members who wish to obtain printed copies of above-mentioned documents can send a request on cil.investors@cummins.com.

Members, whose e-mail address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the notice of the 64th AGM and the Annual Report for FY 2024-25 can get their e-mail address registered on or before 5:00 p.m. IST on August 01, 2025 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, e-mail 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 e-mail to the Company’s e-mail address cil.investors@cummins.com. All these details can be uploaded on the given link in one go: https://web.in.mpms.mufg.com/E-mailReg/E-mail_Register.html.
- ii. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participants.

Registration of e-mail address permanently with Company/DP:

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.

3. The Company has appointed MUFG Intime India Private Limited (Formerly 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:-

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.: 8108116767
Fax No.: (022) 49186060; Contact person: Ms. Sayali Borchate
E-mail: rnt.helpdesk@in.mpms.mufg.com

4. In terms of the MCA Circulars and SEBI Circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 64th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to the notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting and / or for participation in the 64th AGM through VC/OAVM facility and e-voting during the 64th AGM.
5. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the 64th AGM through VC/OAVM facility and e-voting during the 64th AGM.
6. 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/ Authorization etc., authorizing its representative to attend the 64th AGM through VC / OAVM facility on its behalf and to vote either through remote e-voting or during the AGM. The said resolution/authorization should be sent electronically through their registered e-mail address to the Scrutinizer at info@csladda.com with a copy marked to evoting@nsdl.com and cil.investors@cummins.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
7. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum for 64th AGM as per Section 103 of the Act.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice of AGM will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Friday, August 08, 2025. Members seeking to inspect such documents can send an e-mail to cil.investors@cummins.com.
9. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to the Notice.
10. Members may join the 64th AGM through VC/OAVM facility by following the procedure as mentioned in Note No. ‘D’. The facility for joining the Meeting shall open for Members from 09:15 a.m. IST i.e., 15 minutes before the time scheduled to start the 64th AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled start time of the 64th AGM.
11. Members may note that the VC/OAVM facility, provided by National Securities Depository Limited (NSDL) allows participation of at least 1,000 Members on a first-come-first-serve basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit and Compliance Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 64th AGM without any restriction on account of first-come-first-serve principle.
12. The Company has fixed Friday, August 01, 2025, as the ‘Cut-off Date’ for the purpose of remote e-voting and Friday, July 18, 2025, as ‘Record Date’ for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2025, if approved at the 64th AGM.

13. 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 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
14. In case of joint Shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The Board of Directors of the Company at its Meeting held on May 28, 2025, have recommended Final Dividend of ₹ 33.50/- (1,675%) per equity share, in addition to the interim dividend of ₹ 18/- (900%) per equity share of ₹ 2/- each fully paid-up share declared on February 5, 2025, for the Financial Year ended March 31, 2025. The final dividend once approved, by the Members in the ensuing AGM, will be paid on or around September 02, 2025, subject to deduction of tax at source as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, July 18, 2025.
- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 18, 2025.

SEBI, vide its circular dated November 3, 2021, (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023, and master circular dated May 7, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

16. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For Resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / Invalid PAN / PAN not linked with Aadhar.	20% or as notified by the Government of India

A Resident Individual Member with PAN will not be liable to pay income tax if the total dividend to be received during Financial Year 2025-26 does not exceed ₹ 10,000/- and also in case where the Member provides a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, on the given link: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>.

In case of Non-resident shareholders tax is deducted under section 195 of the Income Tax Act, 1961, in accordance with the rates in force. In case of FPIs/FILs tax is deducted at the applicable rates specified as per the provisions of section 196D of the Income Tax Act, 1961.

Non-resident Shareholders (including FPI and FII shareholders) can avail beneficial rates of withholding under tax treaty between India and their country of residence, subject to providing necessary documents i.e. copy of PAN (if available), No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, e-filed Form 10F valid for FY 2025-26 and any other document which may be required to avail the tax treaty benefits, on the given link: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>.

The last date for submission of required documentation for the purpose of final dividend for the Financial Year ended March 31, 2025, is Wednesday, July 23, 2025. Please note that documents submitted post Wednesday, July 23, 2025, shall not be considered for the purpose of final dividend to be declared in the 64th AGM.

17. Dividend, subject to deduction of tax at source, will be preferably paid through National Electronic Clearing Services (NECS), under separate intimation to the Members, wherever the facility is available. To ensure timely payment of dividend, the Members are requested to correctly update their respective bank account details either with Depository Participant or Registrar and Transfer Agent, from time to time.

18. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules'), both of which were applicable with effect from September 07, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven (7) consecutive years or more are required to be transferred to an IEPF Demat Account. Accordingly, 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 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 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.

19. Unclaimed dividend for the Financial Year 2017-18 (Final Dividend), and those declared thereafter can be claimed from the Company by completing the requisite formalities. To claim final dividend for the Financial Year 2017-18 and interim dividend for the Financial Year 2018-19, the requisite formalities are required to be completed prior to September 13, 2025, and March 10, 2026, respectively. Thereafter, the unclaimed dividend for the said years is liable to be transferred to the Investor Education and Protection Fund established by the Central Government as per Section 125 of the Act. For details of unclaimed dividend(s), the Members are requested to write to MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited), Mumbai, at the above given address at Note No. C(3).
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts, if not given already. Members holding shares in physical form can submit their PAN to the Company / MUFG Intime India Private Limited.
21. 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.
22. With reference to above point, SEBI has mandated furnishing the following information by holders of securities in physical form:
- a. Valid PAN i.e. PAN linked with Adhaar;
 - b. choice of nomination – registration by submitting Form SH-13 or Declaration to opt-out nomination by submitting Form ISR-3;

- c. KYC Details that includes:
- i) contact details – i.e. present postal address with PIN code and mobile number in all cases and e-mail address for availing online services;
 - ii) bank account details – i.e. bank and branch name, bank account number, IFSC code;
 - iii) 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>.

23. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission and transposition. Accordingly, Members are requested to convert physical holding to demat through depository participant. Members may contact the Company/ RTA for any assistance in the said process of physical to demat of shares.
24. The Company had on February 10, 1987, sub-divided each Equity Share of the face value of ₹ 100/- each into ten Equity Shares of the face value of ₹ 10/- each. Subsequently, on December 04, 2000, the Company sub-divided each Equity Share of the face value of ₹ 10/- each into five Equity Shares of the face value of ₹ 2/- each. The Company has in the past sent reminders to those Members who have not claimed new certificates for sub-divided Shares of the face value of ₹ 2/- each. Members who have not surrendered their old certificates in exchange for new certificates for sub-divided Shares of the face value of ₹ 2/- each, are requested to do so immediately.
25. The Company on September 26, 2011, allotted Bonus shares in the ratio of 2:5. Members holding shares in physical form, to whom shares certificates were sent by post but returned unclaimed by postal authorities are requested to contact the Registrar Transfer Agent of the Company immediately.
26. Members requiring information on the Audited Financial Statements for the year ended March 31, 2025, are requested to write to the Company on e-mail address cil.investors@cummins.com at least seven (7) days before the date of the Meeting to enable the Company to furnish the information in suitable manner.
27. During the 64th AGM, Members may access the statutory registers and electronic copy of the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement electronically under the 'AGM Documents' available on the link <https://www.evoting.nsdl.com/>. Members seeking to inspect such documents before the AGM can send an e-mail request on cil.investors@cummins.com.
28. 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 and voting at the Meeting, in a fair and transparent manner. Members may note that the scrutinizer will provide consolidated report for the votes casted through remote e-voting and voting at the Meeting. The Scrutinizer's decision on the validity of the vote shall be final.

29. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website <https://www.cummins.com/en/in/investors/india-investors-overview>. Members are requested to take note of the same.

D. Instructions for voting through electronic means by Members:

1. In compliance with the provisions of Section 108 of the Act 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 Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (“NSDL”) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
2. The remote e-voting facility will be available during the following period:
 - a. Day, date and time of commencement of remote e-voting: **Monday, August 04, 2025 (9:00 a.m. IST)**.
 - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Thursday, August 07, 2025 (5:00 p.m. IST)**

The remote e-voting will not be allowed beyond the aforesaid date and time and the same shall be disabled upon expiry of aforesaid period.

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, August 01, 2025, may cast their votes electronically as per the process detailed in this notice. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again during the AGM. 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.

Step 1: Details to Access to NSDL e-voting system are mentioned below:

I. Login method for remote e-Voting and joining virtual Meeting 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 / Depository Participants (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 e-mail 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>a. OTP Based Login:</p> <p>For OTP based login please click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. Please enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting.</p> <hr/> <p>b. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none">1. Visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile.2. Once the homepage of e-Services home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.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.4. Click on "Access to e-Voting" appearing on the left hand under e-Voting services and you will be able to see e-Voting page.5. Click on the Company name or e-Voting service provider – NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-voting during the Meeting. <hr/> <p>c. If you are not registered, follow the below steps:</p> <ol style="list-style-type: none">1. Option to register is available at https://eservices.nSDL.com.2. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.3. Please follow steps given in points 1-5 above to cast your vote. <hr/> <p>d. 'NSDL Speede': NSDL Mobile App</p> <p>Members may download the mobile app "NSDL Speede" by scanning the QR code mentioned below for seamless voting experience.</p>



Type of Shareholders	Login Method
	<p>e. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile phone. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest facility, 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 is www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and after successful registration, please follow the steps given above to cast your vote. 4. Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat Account through your DPs registered with NSDL/CDSL for e-Voting facility. 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. 3. Click on 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 or joining virtual Meeting and e-voting during the Meeting.

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 evoting@nsdl.com or call at 022 – 4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

II Login method for e-Voting and joining virtual Meeting 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 cast your vote electronically.
5. 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***

6. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e., a .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 e-mail ID with the Company/ Depository, please follow the instructions mentioned below in the notice.
7. 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.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.com 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.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Details to cast your vote electronically and joining virtual meeting on NSDL e-voting system are mentioned below:

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual Meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 to reset the password.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com.
3. Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing Demat Account Number / Folio Number, Client Master or copy of Consolidated Account Statement, copy of share certificate in case of holding shares in physical mode, 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.
4. The instructions for Members for e-Voting on the day of the AGM are mentioned in Note No. ‘D’.

E. Instructions for Members for attending the AGM through VC:

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com>. Members may access the meeting by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC/OAVM link placed under “Join Meeting” menu against the Company Name. Members are requested to click on the VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM, i.e., 09:15 a.m. IST and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to grant access to the web-cam/ camera to enable two-way video conferencing.
4. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
5. During the AGM, the Chairperson will announce the start of voting through e-voting facility provided at the AGM.
6. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL on e-mail ID: evoting@nsdl.com or call on.: 022 – 4886 7000.
7. Members who would like to express their views or ask questions during the AGM may post their queries in the window ‘Ask Your Question’, by mentioning their name and demat account number/folio number.
8. **Speaker Shareholder Registration:**

In addition to the above-mentioned step, the Members may register themselves as a speaker for the AGM to express their views / ask questions during the AGM. Accordingly, the Members may follow the steps to login as mentioned under “Step 1: Access to NSDL e-Voting system” during Monday, August 04, 2025 (9.00 a.m. IST) to Thursday, August 07, 2025 (5.00 p.m. IST) i.e., the remote e-voting period. After successful login, Members will be able to register themselves as a speaker Shareholder by clicking on the Speaker registration link available against the EVEN 134443 of Cummins India Limited and entering their contact details. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of the time at the AGM.

- F. Voting at the Annual General Meeting:** Those Members who are present in the Meeting through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting, can vote through e-voting facility available at the Meeting. Members who have already cast their votes through remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

G. 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, August 01, 2025.
2. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, e-mail id, mobile number at Cil.Investors@cummins.com. The same will be replied by the Company suitably.
3. 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. Friday, August 01, 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if the Member is already registered with NSDL for remote 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 or call on.: 022 – 4886 7000. 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., Friday, August 01, 2025, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
4. The Scrutinizer will submit his consolidated Report to the Company Secretary, as authorised by the Board for this purpose, after the completion of scrutiny and the result of the 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 and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed.
5. The Resolutions shall be deemed to be passed at the Registered Office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favor of the Resolutions.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards – 2 on General Meetings, with respect to following items of the Notice:

Item No. 4

To appoint a Director in place of Ms. Jeniffer Mary Bush (DIN: 09777114), who retires by rotation and being eligible, offers herself for re-appointment.

Ms. Jeniffer Mary Bush (DIN: 09777114) joined the Board of Cummins India Limited as Non-executive Non-independent Director effective from November 5, 2022.

Ms. Bush (aged about 51 years) holds a bachelor’s degree in mechanical engineering from Wirral Metropolitan College and an MBA with a concentration in International Marketing from Leicester University.

Ms. Bush is currently 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 organisation’s success in various leadership roles spanning power generation, industrial markets and distribution.

Other than Cummins India Limited, she also currently serving on the Boards of Century Aluminium as Health, Safety and Sustainability Chair and Youth Villages, a non-profit providing help for children, and young people across the U.S.A.

For the details of Directorship or Membership of Committees of Ms. Bush, attendance at the Meetings of the Board of Directors and committee thereof, the members may refer to the Corporate Governance Report appended as Annexure ‘4’ to the Directors’ Report for Financial Year 2024-25.

The Nomination and Remuneration Committee and the Board of Directors of the Company have approved re-appointment of Ms. Bush at their Meeting held on May 28, 2025, and proposed the same for the approval of the Members of the Company.

The Company has received the relevant disclosures from Ms. Bush *inter-alia* 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.

Ms. Bush does not hold any shares in the Company and is not related to any Directors, or Key Managerial Personnel(s) of the Company.

Ms. Bush shall be liable to retire by rotation and is not entitled to any remuneration from the Company.

Ms. Bush 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 SEBI or any such authority.

Ms. Bush has core skills/expertise in General Management and Leadership, Global business/ emerging Market Experience, Industry Knowledge and Experience, Sales & Marketing and Sustainability, Environment and Social Responsibility.

Except Ms. Bush or her relatives, no other Director or Key Managerial Personnel(s) or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution setout at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

To ratify remuneration payable to the Cost Auditor, M/s. C S Adawadkar & Co., for the Financial Year 2025-26

The Board of Directors of the Company on the recommendation of the Audit and Compliance Committee, have approved the appointment of M/s. C S Adawadkar & Co., Pune, (Firm Registration Number: 100401) to conduct the audit of the cost

records of the Company for the Financial Year 2025-26 at the remuneration not exceeding ₹ 9,50,000/- (Rupees Nine Lacs Fifty Thousand only) plus applicable taxes and re-imbusement of out of pocket expenses.

Pursuant to provisions of Section 148 of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

The Board is of the opinion that the fees quoted by M/s. C S Adawadkar & Co. and agreed by the Company are as per prevailing industry standards for the similar assignments and in line with time and efforts involved in the audit.

No 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. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval by the Members.

Item Nos. 6, 7, 8 and 9

To approve material related party transaction(s) of the Company with Cummins Technologies India Private Limited, Tata Cummins Private Limited, Cummins Limited, UK and Cummins Inc., USA

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder read with Regulation 23 of the Listing Regulations, as amended, all Related Party Transactions ('RPTs') shall require prior approval of the Audit and Compliance Committee and all material Related Party Transactions and subsequent material modifications shall require prior approval of the Shareholders of the Company.

Pursuant to Regulation 23 of the Listing Regulations read with Company's Policy on Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means: "a transaction with a related party where the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand (1,000) crore or ten percent (10%) of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company, whichever is lower." (Materiality Threshold)

Amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Cummins Technologies India Private Limited ('CTIPL'), Tata Cummins Private Limited ('TCPL'), Cummins Limited, UK ('CL') and Cummins Inc., USA ('CMI'), may exceed the materiality threshold during Financial Year 2025-26.

The proposed transactions, being of operational and critical nature, play a significant role in Company's business and help the Company to achieve economies of scale. Further, the objectives of the above RPTs are as follows:

- Achieving synergies and economies of scale;
- Bring efficiency in operational and logistics costs;
- Strengthen sustainability;
- Stronger opportunities for talent growth and retention;
- Capitalizing knowledge pool across functions; and
- Synergizing the global footprint of Cummins Inc.

Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Members for the potential estimated quantum of transactions with CTIPL, TCPL, CL and CMI, respectively bifurcated into indicative categories, as mentioned below:

Category of Transactions with Cummins Technologies India Private Limited ('CTIPL')	Amount (₹ in Crores)
a) Purchase of engines, gensets, turbochargers, their parts, components and spares by the Company	1,514
b) Sale of engines/ gensets, their parts, accessories, and spares by the Company	629
c) Other RPTs*	1,096
Total	3,239

*as specified in Ordinary Resolution set out as Item No. 6 of the Notice.

Category of Transactions with Tata Cummins Private Limited ('TCPL')	Amount (₹ in Crores)
a) Purchase of internal combustion engines including B, C and L series engines, their parts and accessories thereof by the Company	1,908
b) Sale of internal combustion engines, their parts and accessories thereof by the Company	10
c) Other RPTs*	85
Total	2,003

*as specified in Ordinary Resolution set out as Item No. 7 of the Notice.

Category of Transactions with Cummins Limited, UK ('CL')	Amount (₹ in Crores)
a) Purchases of engines/ gensets, their parts, accessories or spares by the Company	310
b) Sale of engines/gensets, their parts, accessories, and spares by the Company	1,167
c) Other RPTs*	99
Total	1,576

* as specified in Ordinary Resolution set out as Item No. 8 of the Notice.

Category of Transactions with Cummins Inc., USA ('CMI')	Amount (₹ in Crores)
a) Purchases of engines/ gensets, their parts, accessories or spares by the Company	275
b) Sale of engines/gensets, their parts, accessories, and spares by the Company	135
c) Other RPTs*	484
Total	894

* as specified in Ordinary Resolution set out as Item No. 9 of the Notice.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, on arms' length basis. The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections for the Financial Year 2025-26.

Details of the transactions and other particulars thereof as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Act, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 provided to the Audit and Compliance Committee for its review and recommendations to the members in relation to the material related party transactions, are as below:

Sr. No.	Name of Related Party	Cummins Limited, UK ('CL')	Tata Cummins Private Limited ('TCPL')	Cummins Technologies India Private Limited ('CTIPL')	Cummins Inc., USA ('CMI')
1.	Nature of relationship	Subsidiary of Cummins Inc., USA which is the holding company of the Company	50:50 joint venture company between Cummins Inc., USA and Tata Motors Limited, India	Subsidiary of Cummins Inc., USA which is also the holding company of the Company	Holding company of the Company
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in Item no. 6 to 9 of the Notice. Ms. Shveta Arya, Managing Director of the Company, (also, the Key Managerial Personnel as per Section 203 of the Act) is a Non-executive Director of TCPL, however, does not hold any shares of TCPL. Further, Ms. Arya does not get any remuneration from TCPL.			

Sr. No.	Name of Related Party	Cummins Limited, UK ('CL')	Tata Cummins Private Limited ('TCPL')	Cummins Technologies India Private Limited ('CTIPL')	Cummins Inc., USA ('CMI')
3.	Type, material terms, tenure and particulars of the proposed transaction	As part of regular business operations: 1. purchases of engines/ gensets, their parts, accessories or spares by the Company; 2. sale of engines/ gensets, their parts, accessories, and spares by the Company; 3. availing/ rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs');	As part of regular business operations: 1. purchase of internal combustion engines including B, C and L series engines, their parts and accessories thereof by the Company; 2. sale of internal combustion engines, their parts and accessories thereof by the Company; 3. availing/ rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs');	As part of regular business operations: 1. purchase of engines, gensets, turbochargers, their parts, components and spares by the Company; 2. sale of engines/ gensets, their parts, accessories, and spares by the Company; 3. availing/ rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs');	As part of regular business operations: 1. purchases of engines/ gensets, their parts, accessories or spares by the Company; 2. sale of engines/ gensets, their parts, accessories, and spares by the Company; 3. availing/ rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs')
		These transactions are proposed to be undertaken during Financial Year 2025-26, depending on business operations.			
4.	Value of the proposed transaction	₹ 1,576 Crores	₹ 2,003 Crores	₹ 3,239 Crores	₹ 894 Crores

Sr. No.	Name of Related Party	Cummins Limited, UK ('CL')	Tata Cummins Private Limited ('TCPL')	Cummins Technologies India Private Limited ('CTIPL')	Cummins Inc., USA ('CMI')	
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Approximately 15.42% of annual consolidated turnover of the Company for the Financial Year 2024-25.	Approximately 19.60% of annual consolidated turnover of the Company for the Financial Year 2024-25.	Approximately 31.70% of annual consolidated turnover of the Company for the Financial Year 2024-25.	Approximately 8.75% of annual consolidated turnover of the Company for the Financial Year 2024-25.	
6.	Details about valuation/ arm's length and ordinary course of business	All contracts with related parties, defined as per Section 2(76) of the Act, are periodically reviewed for arm's length testing internally and externally, basis the international and domestic transfer pricing study. Further, all the transactions are in the ordinary course of business of the Company and at arm's length basis. The pricing for all related party transactions including other RPTs are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.				
7.	Rationale, benefit/ justification as to why the transaction with respective related parties are in the interest of the Company	Cummins India Limited is a subsidiary of Cummins Inc., USA and a part of the Cummins Group comprising of multiple entities in India. All the Related Party Transactions including Other RPTs covered in Item 6 to 9 are based on routine and ordinary business requirements. The AGM Notice enlists all the types of RPTs, however, the transactions with related parties are mainly for purchase, sale of goods and services in relation to usual business operations of the Company. All RPTs bring operational efficiencies, synergies and are aligned with long-standing business practices. They also help the Company to achieve an optimum cost structure and maximize profitability. Since past few years, there is no change in structuring of these transactions or allied business model on which the Company carries on its business. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.				
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable for proposed transactions				
9.	Any advance paid or received for the contract or arrangement, if any	Nil				
10.	Any other information that may be relevant	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.				

The Audit and Compliance Committee and the Board of Directors of the Company have approved the said material related party transactions at their meeting held on February 05, 2025, and May 28, 2025, respectively, and proposed the same for approval of the Members of the Company.

The Audit and Compliance Committee and the Board of Directors are of the opinion that these proposed material related party transactions shall not be detrimental to the interest of minority members and are in the best interest of the Company and its members.

The actual RPTs carried out with the above-mentioned related parties will be reported and reviewed on a quarterly basis by the Audit and Compliance Committee and the Board of Directors of the Company.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of Listing Regulations.

Ms. Shveta Arya, Managing Director of the Company, is also a Non-executive Director of TCPL. Her or her relative's interest or concern is limited only to the extent of her directorship in the Company and TCPL.

Further, no other Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6, 7, 8 and 9 of the Notice.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolutions set out at Item Nos. 6, 7, 8 and 9 of the Notice.

The Board on recommendation of the Audit and Compliance Committee, recommends the Ordinary Resolutions as set out at Item Nos. 6, 7, 8 and 9 of the Notice for approval of the Members.

Item No. 10

To approve the appointment of M/s. Makarand M. Joshi & Co. as the Secretarial Auditors of the Company

SEBI vide its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPOD- 2/CIR/P/2024/185 dated December 31, 2024 (the Circular) have *inter-alia* prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Further, in accordance with Section 204 of the Act, read with the rules framed thereunder and amended Regulation 24A of the Listing Regulations, w.e.f. April 01, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) a peer reviewed individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a peer reviewed Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

Based on the recommendation of the Audit and Compliance Committee, the Board, at its Meeting held on May 28, 2025, considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/s. Makarand M Joshi & Co. (MMJC), a firm of Company Secretaries in practice (Firm Registration Number: P2009MH007000), as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to conduct the Secretarial Audit of the Company commencing from Financial Year 2025-26 up to Financial Year 2029-30, at a remuneration of ₹ 3,25,000/- (Rupees Three Lacs Twenty Five Thousand only) for FY 2025-26, plus applicable taxes and out of pocket expenses, and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. Additional fees for statutory certifications and other permissible professional services will be determined separately by the management, in consultation with MMJC, and will be subject to approval by the Board of Directors and/ or the Audit and Compliance Committee.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report the Secretarial Auditors shall also issue to the Company (i) the Secretarial Compliance Report for a financial year under Regulation 24A(2) of the Listing Regulations for the Term (ii) the Compliance certificate regarding compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the Terms and (iii) the certificate on qualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the Term and (iv) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under applicable laws.

M/s. Makarand M. Joshi & Co., is a leading firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger & Acquisition. The firm is Peer Reviewed by the Institute of the Company Secretaries of India.

M/s. Makarand M Joshi & Co., have consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1) of the SEBI Listing Regulations and have not incurred any disqualifications as specified in the Companies Act, 2013, the Companies Secretaries Act, 1980, the Rules and Regulations made thereunder and the Listing Regulations read with the Circular.

No 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. 10 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 10 of the Notice for approval by the Members.

Registered Office:

Cummins India Office
Campus, Tower A,
5th Floor, Survey no. 21, Balewadi,
Pune 411 045

By Order of the Board,
For Cummins India Limited,

Place: Pune

Date: May 28, 2025

Vinaya Joshi
Company Secretary
Membership No.: A25096