



Ref: STEX/SECT/2020

July 30, 2020

The Relationship Manager, DCS-CRD BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: <b>500480</b>	National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: <b>CUMMINSIND</b>
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**Subject: Notice of Annual General Meeting of the Members of Cummins India Limited ('Company') and information related to E-voting facility.**

Dear Sir/ Madam,

This is to inform you that Fifty-Ninth (59<sup>th</sup>) Annual General Meeting ('AGM') of the Members of Company is scheduled on Tuesday, August 25, 2020 at 3:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, in compliance with the MCA Circular dated May 5, 2020 read with Circular dated April 08, 2020 and Circular dated April 13, 2020 and Circular issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to transact the business as set out in the Notice convening the Meeting ("the Notice")

As per Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (and amendments made thereto) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (and amendments made thereto), the Company is pleased to provide its Members with the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ('e-voting'). The instructions for e-voting are mentioned in the annexed Notice.

Kindly take this intimation on your record.

Thanking you,

Yours faithfully,  
For Cummins India Limited

Vinaya A. Joshi  
Company Secretary & Compliance Officer

Encl: As above.

*(This letter is digitally signed)*

Cummins India Limited  
Registered Office  
Cummins India Office Campus  
Tower A, 5<sup>th</sup> Floor, Survey No. 21, Balewadi  
Pune 411 045 Maharashtra, India  
Phone +91 20 67067000 Fax +91 20 67067015  
cumminsindia.com  
cil.investors@cummins.com

CIN : L29112PN1962PLC012276

## Cummins India Limited

Registered Office: Cummins India Office Campus, Tower A, 5<sup>th</sup> Floor,  
Survey No. 21, Balewadi, Pune 411 045  
(CIN : L29112PN1962PLC012276)  
Telephone : 020 67067000 Fax : 020 67067015  
Website : www.cumminsindia.com  
E-mail : cil.investors@cummins.com

### NOTICE OF THE 59<sup>th</sup> ANNUAL GENERAL MEETING

To

The Members of Cummins India Limited,

**NOTICE** is hereby given that the Fifty-Ninth Annual General Meeting of the Members of Cummins India Limited will be held on Tuesday, the 25<sup>th</sup> day of August 2020, at 3:30 p.m. Indian Standard Time (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2020 and the report of the Auditors thereon.
3. To declare final dividend on equity shares for the Financial Year ended March 31, 2020 and to confirm the payment of interim dividend for the Financial Year 2019-20.
4. To appoint a Director in place of Mr. Antonio Leitao (DIN: 05336740), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

5. **To appoint Mr. Ashwath Ram (DIN: 00149501) as a Director and to approve his appointment as Managing Director 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 the provisions of Section 152 and other applicable provisions, if any, 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) and Article 110 of the Articles of Association of the Company, Mr. Ashwath Ram (DIN: 00149501), who was appointed by the Board of Directors of the Company as an Additional Director with effect from August 17, 2019 and who holds office up to the date of this Annual General Meeting 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 his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded for the appointment of Mr. Ashwath Ram (DIN: 00149501) as the Managing Director of the Company, for a period of three (3) years from

August 17, 2019 to August 16, 2022 upon the terms and conditions of appointment including remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT, the Board of Directors, be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).”

**6. To appoint Ms. Lorraine Alyn Meyer (DIN: 08567527) as a Director**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 110 of the Articles of Association of the Company, Ms. Lorraine Alyn Meyer (DIN: 08567527), who was appointed by the Board of Directors of the Company as an Additional Director with effect from October 01, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of the Director (Non-Executive and Non-Independent), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**7. To appoint Ms. Rama Bijapurkar (DIN: 00001835) as a Non-Executive Independent Director**

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 Sections 149, 150 and 152 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, Article 110 of the Articles of Association of the Company, Ms. Rama Bijapurkar (DIN:00001835), 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 June 17, 2020 and who holds office up to the date of this Annual General Meeting 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 June 17, 2020 to June 16, 2025 and is not liable to retire by rotation.”

**8. To ratify remuneration payable to the Cost Auditor, M/s. Ajay Joshi & Associates, for the Financial Year 2020-21**

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, the remuneration not exceeding ₹ 950,000/- (Rupees Nine Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditor, M/s. Ajay Joshi and Associates, Cost Accountants for the year ending March 31, 2021, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

**9. To approve the 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 approval of the Members of the Company be and is hereby accorded for material related party transaction(s) for sale of engines/gensets, their parts and accessories by the Company to Cummins Limited, UK in the ordinary course of business and at arm’s length basis for an estimated amount of ₹ 80,000 Lacs (Rupees Eighty Thousand Lacs only) for the Financial Year 2020-21.”

**10. To approve the 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 approval of the Members of the Company be and is hereby accorded for material related party transaction(s) for purchase of B, C and L series internal combustion engines, parts and accessories thereof by the Company from Tata Cummins Private Limited in the ordinary course of business and at arm’s length basis for an estimated amount of ₹ 100,000 Lacs (Rupees Hundred Thousand Lacs only) for the Financial Year 2020-21.

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

Place : Pune  
Date : July 30, 2020

By Order of the Board,  
For Cummins India Limited,

Vinaya A. Joshi  
Company Secretary  
Membership No. : A25096

## NOTES:

- A.** The Statement of additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI 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 under Item Nos. 5 to 10 of the Notice, is annexed hereto.
- B.** Additional information in respect of Directors seeking appointment/ re-appointment at the 59<sup>th</sup> AGM is annexed to the Notice.
- C. General instructions to the Members participating in the 59<sup>th</sup> AGM through VC/OAVM facility:**
1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 59<sup>th</sup> AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 59<sup>th</sup> AGM shall be the Registered Office of the Company.
  2. In terms of the MCA Circulars, 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 59<sup>th</sup> 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, for participation in the 59<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 59<sup>th</sup> AGM.
  3. 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 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 email address to the Scrutinizer at [info@csladda.com](mailto:info@csladda.com) with a copy marked to [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
  4. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum for 59<sup>th</sup> AGM as per Section 103 of the Act.
  5. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in the Notice.
  6. KFin Technologies Private Limited (“KFin”) will be providing facility for voting through remote e-Voting, for participation in the 59<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 59<sup>th</sup> AGM.
  7. In line with the MCA Circulars and SEBI Circular, the Notice of the 59<sup>th</sup> AGM and Annual Report for FY 2019-20 will 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 KFin at <https://evoting.karvy.com>.
  8. Members may join the 59<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned in para ‘G’. The facility for joining the meeting shall open for Members from 3:15 p.m. IST i.e.15 minutes before the time scheduled to start the 59<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 59<sup>th</sup> AGM.
  9. Members may note that the VC/OAVM facility provided by KFin allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 59<sup>th</sup> AGM without any restriction on account of first-come first- served principle.

10. The Company has fixed Tuesday, August 18, 2020 as the 'Cut- off Date' for the purpose of remote e-voting and as 'Record Date' for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2020, if approved at the 59<sup>th</sup> AGM.
11. 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.
12. 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.
13. Pursuant to MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the 59<sup>th</sup> AGM along with the Annual Report for FY 2019-20 are being sent only by email to the Members, whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 59<sup>th</sup> AGM and the Annual Report for FY 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [cil.investors@cummins.com](mailto:cil.investors@cummins.com). All these details can be uploaded the given link in one go [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html).
  - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
14. The Company has appointed Link Intime India Private Limited, Mumbai as its Registrar and Transfer Agent. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-

Link Intime India Private Limited  
Unit: Cummins India Limited  
C-101, 1<sup>st</sup> Floor, 247 Park  
L.B.S. Marg, Vikhroli (West)  
Mumbai 400083, Maharashtra  
Phone No.: (022) 49186270  
Fax No.: (022) 49186060  
Contact person: Mrs. Sujata Poojary  
E-mail :[sujata.poojary@linkintime.co.in](mailto:sujata.poojary@linkintime.co.in) /[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
15. The Board of Directors of the Company in their meeting held on June 17, 2020, has recommended Final Dividend of Rs. 7/- per equity share. The Record Date for final dividend for the Financial Year 2019-20 will be August 18, 2020. The final dividend once approved, by the Members in the ensuing AGM, will be paid on September 21, 2020, electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be dispatched to their registered address by post upon normalization of the postal services. To avoid delay in receiving the dividend, shareholders are requested to update their Bank account details along with the documents mentioned therein, at: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html).
16. Pursuant to Finance Act, 2020, dividend income will be 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	7.5% or as notified by the Government of India
Shareholders not having PAN / valid PAN	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 2020-21 does not exceed Rs. 5,000 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://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits, on the given link: <https://linkintime.co.in/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, 2020 is August 14, 2020. Please note that submission of documents post August 14, 2020, shall not be considered for the purpose of final dividend to be declared in the 59<sup>th</sup> 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. In other cases, Dividend will be paid by account payee or not negotiable banking instruments, upon normalization of the postal services. 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 Companies Act 2013, 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 7, 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 they became due for payment, 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](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 Members are requested to contact RTA in case of any queries on the same.

19. Unclaimed dividends for the Financial Year 2012-13 and 2013-14 can be claimed from the Company by completing the requisite formalities. To claim final dividend for the Financial Year 2012-13 and interim dividend for the Financial Year 2013-14, the requisite formalities are required to be completed prior to September 06, 2020, and March 12, 2021 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 Link Intime India Private Limited, Mumbai at the above given address.



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 / Link Intime India Private Limited.
21. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 01, 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.
22. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or from the Company.

Registration of nomination makes easy for dependents to access your investments and set out proportion of your benefits to the nominees. Registration and/or updation of bank mandate ensures the receipt of dividend and/ or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested photocopy of PAN Card and address proof with the Company and/or Depository Participants.

23. 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 so far 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.
24. 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 and but returned unclaimed by postal authorities are requested to contact the Registrar and Transfer Agent of the Company immediately.
25. Members requiring information on the audited financial statement for the Financial Year ended March 31, 2020 are requested to write to the Company on email address [cil.investors@cummins.com](mailto: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.
26. During the 59<sup>th</sup> 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 through the link <https://emeetings.kfintech.com>.
27. Mr. Pramodkumar Ladda (Membership No. FCS 7326 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 e-voting during 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 e-voting during the meeting.

#### **D. Instructions for remote e-voting by Members:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).



(A) Members who receives an email from KFin (for Members whose email IDs are registered with the Company/ Depository Participants(s)), please follow the below instructions:

1. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) [●] followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on **“LOGIN”**.
4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, email Id etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the **“EVENT”** and click on **‘Cummins India Limited’**.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date of August 18, 2020 under **“FOR/AGAINST”** or alternatively, you may partially enter any number **“FOR”** and partially **“AGAINST”** but the total number in **“FOR/AGAINST”** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option **ABSTAIN**. If the Member does not indicate either **“FOR”** or **“AGAINST”**, it will be treated as **“ABSTAIN”** and the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on **“SUBMIT”**.
11. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).

(B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 13 of the “Notes” and para (e) under the “Other Instructions” section below.

(C) A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member has already casted votes through remote e-voting, option of voting during the AGM shall not be available for that Member.

**E. Voting at the Annual General Meeting:** Those Members who are present in the Meeting through VC/OAVM facility and have not cast 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.

## F. Other instructions related to e-voting:

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. S V Raju, Deputy General Manager and Mr. D S Nagaraja, Deputy Manager, KFin Technologies Private Limited, Toll-free No.: 1800-345-4001 and e-mail id: [nagaraja.ds@kfintech.com](mailto:nagaraja.ds@kfintech.com).

- a) The remote e-voting period commences on Saturday, August 22, 2020 (9.00 a.m. IST) and ends on Monday, August 24, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of Tuesday, August 18, 2020, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
- b) 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. Tuesday, August 18, 2020.
- c) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the Cut-off Date for e-voting i.e. Tuesday, August 18, 2020, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399

Example for NSDL - MYEPWD <SPACE>  
IN12345612345678

Example for CDSL - MYEPWD <SPACE>  
1402345612345678

Example for Physical - MYEPWD <SPACE>  
XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call KFin toll free number 1800-345-4001 for any assistance.
  - iv. Member may send an e-mail request to [nagaraja.ds@kfintech.com](mailto:nagaraja.ds@kfintech.com). However, KFin shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- d) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting will be declared within 48 hours of conclusion of the meeting. The declared results along with the Scrutinizer Report will also be displayed on the website of the Company at [www.cumminsindia.com](http://www.cumminsindia.com) and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed.

## G. Instructions for attending the AGM through VC:

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the 59<sup>th</sup> AGM will be available in the Members login where the "EVENT" and the "Cummins India Limited" can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice.

2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM i.e. 3.15 p.m. IST and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. 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.
6. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.karvy.com> and click on the tab "**Post Your Queries Here**" to post their queries in the window provided, by mentioning their name, demat account number/folio number, email Id and mobile number.
7. In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://evoting.karvy.com/> and click on "**Speaker Registration**" during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. 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 time at the AGM.
8. During the AGM, the Chairman will announce the start of voting through e-voting facility provided at the AGM.
9. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available at the AGM. Members may cast votes at the AGM by clicking on the "**Instapoll**" icon on the left side of the screen. Members are requested to follow the instructions as displayed to vote on the resolutions.
10. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at Toll-free No.: 1800-345-4001.
11. The Members who are eligible and interested to cast their votes at the AGM can do so till the time fixed for closure of Instapoll at 59<sup>th</sup> AGM.

Members are requested to visit the link mentioned below for ease of understanding:  
<https://emeetings.kfintech.com/video/howitworks.aspx>

## **ANNEXURE TO THE NOTICE**

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

### **Item No. 4**

**To appoint a Director in place of Mr. Antonio Leitao (DIN: 05336740), who retires by rotation and being eligible, offers himself for re-appointment**

Mr. Antonio Leitao (DIN: 05336740), (aged 56) joined the Board of Cummins India Limited on August 01, 2013. Mr. Antonio Leitao holds a degree in electrical engineering from the University of Brittany in France and an executive MBA from Stanford University.

Mr. Antonio Leitao is the Vice President – Cummins Inc. and Europe ABO Leader. Prior to assuming this role in January 2017, he served as President of Cummins Power Generation (PGBU), Vice President of PowerGen Market, Executive Director of Global Commercial Products and Director of EMEA & APAC Commercial Generator Set Business. He joined Cummins in 2002 as the Director for Commercial Generator Sets in the Europe, Middle East and Africa region. In 2007, Mr. Antonio Leitao assumed leadership of the Commercial Generator Set business in the Asia Pacific region and in 2008, he was promoted to Executive Director of Commercial Products. In that role, he was responsible for the global commercial generator set business. Previously, Mr. Antonio Leitao was employed by SDMO, a French Company that produces power-generating equipment, where he served in various roles related to Operations, Electrical Engineering and Global Sales.

The details of directorship or membership of Committees of Mr. Antonio Leitao forms part as Annexure to the Notice. For Mr. Antonio Leitao's attendance at the meetings of the Board of Directors, Members may refer to the Corporate Governance Report appended as Annexure '4' to the Directors' Report for Financial Year 2019-20.

The Company has received the relevant disclosures from Mr. Antonio Leitao 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.

Mr. Antonio Leitao does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company.

Except Mr. Antonio Leitao, 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. 4 of the Notice.

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

### **Item No. 5**

**To appoint Mr. Ashwath Ram (DIN: 00149501) as a Director and to approve his appointment as Managing Director of the Company**

Mr. Ashwath Ram (aged 50), holds a bachelor's degree in Science and Industrial Engineering from the Purdue University, West Lafayette, IN (USA) and a Master's Degree from the IU Kelley School of Business, Indiana University (USA).

Mr. Ashwath Ram is associated with Cummins Group since January 2008. Throughout his tenure, he had taken up various roles and won many accolades. He led the Engine Business Unit (EBU) which includes 3 major plants in India, where his key focused areas of the business included strategy, sales, profitability, operations and supply chain. He was instrumental in implementing Six Sigma processes with respect to business, people and leadership development, VPI and Project management; materials, quality, cost and manufacturing functional excellence. This included relationship management with large OEMs, suppliers and other key stakeholders. Currently, he is also Managing Director of Tata Cummins Private Limited, nominated as such by Cummins Inc. being one of the Joint Venture partners, without any remuneration.

Prior to Cummins, Mr. Ashwath Ram has worked with CV Designers, Affinity Express and VP Technologies and Business Development. He also managed consultancy business of Ashra Consultants and Perfect Ceiling Systems.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board") at its Meeting held on August 07, 2019, appointed Mr. Ashwath Ram (DIN: 00149501) as an Additional Director of the Company with effect from August 17, 2019, under Article 110 of the Articles of Association of the Company.

Under Section 161 of the Companies Act, 2013, Mr. Ashwath Ram holds office of the Additional Director till the date of this Annual General Meeting. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Ashwath Ram for office of the Director.

At the said meeting, the Board also appointed Mr. Ashwath Ram as the Managing Director of the Company pursuant to Sections 196, 197 and Schedule V to the Companies Act, 2013 and the provisions of the Articles of Association of the Company for a period of three (3) years effective from August 17, 2019 to August 16, 2022 on the terms and conditions and remuneration as given below:

- **Salary:** Consolidated Salary not exceeding Rs. 5 crores per annum till the tenure of appointment including:
  - i) Annual increment;
  - ii) Annual variable pay which may vary maximum between variable compensation payout factor 0 to 2. The variable pay is decided on the ROANA (Return on Average Net Assets) performance of Cummins Inc. for the previous year. Until financial results of Cummins Inc. are finalised, audited and published, the payout factor is not confirmed for payment;
  - iii) Grants: Cummins Long Term Retention Grant (LTG) as per policy of Cummins Inc. cost not exceeding ₹ 1.5 Cr. per annum which includes the following elements:
    - a) Performance cash: 34% of the total LTG to be borne by Cummins India Ltd.
    - b) Performance shares: 33% of the total LTG to be borne by Cummins Inc.
    - c) Stock Options: 33% of the total LTG to be borne by Cummins Inc.

In addition to salary, Mr. Ashwath Ram will be entitled for the following perquisites:

- **Medical / Hospitalization Benefits:** As per Company policy.
- **Free use of Car:** One Company maintained car with driver for Company's business.
- **Minimum Remuneration:**

The above remuneration shall be subject to limits laid down under Sections 196 and 197 of the Companies Act, 2013 including any statutory modifications and/or re-enactment thereof.

In the absence of inadequacy of profits, in any year, the remuneration payable to Mr. Ashwath Ram by way of salary, allowances and perquisites shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 and rules made thereunder or any statutory modifications and/or re-enactment thereof.

Mr. Ashwath Ram's appointment as Managing Director of the Company is by virtue of his employment in the Company and his appointment will be subject to the provisions of Sections 167(1), 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Rules thereunder and Schedule V to the said Act or any modifications or re-enactment for the time being in force. So long as Mr. Ashwath Ram continues to occupy the position of Managing Director, he will not be a Director liable to retire by rotation.

The details of directorship or membership of Committees of Mr. Ashwath Ram forms part as Annexure to the Notice. For Mr. Ashwath Ram's attendance at the meetings of the Board, Members may refer to the Corporate Governance Report appended as Annexure '4' to the Directors' Report for Financial Year 2019-20.

The Company has received the relevant disclosures from Mr. Ashwath Ram 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.

Mr. Ashwath Ram holds 13,600 shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company.

Except Mr. Ashwath Ram, 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. 5 of the Notice.

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

## **Item No. 6**

### **To appoint Ms. Lorraine Alyn Meyer (DIN: 08567527) as a Director**

Ms. Lorraine Alyn Meyer (aged 58 years), holds a bachelor's degree in Computer Science from the University of Wisconsin (USA).

Ms. Lorraine Alyn Meyer is responsible for Talent Management at the Global Enterprise Level at Cummins Group. In this role, she stewards strategy, process and tools designed to enable business growth through seamless movement of talent in an environment where employees have opportunities to achieve their full potential. Some of the focus areas include Recruitment, Learning & Development, Performance Management, Leadership Development, Talent Reviews, Succession Management, Skill Assessment, Training and Employee Surveys. Ms. Lorraine Alyn Meyer oversees implementation of an enterprise approach to change management that enables leaders and employees to navigate and sustain the changes that drive Cummins Group's Vision to innovate for our customers to power their success. Ms. Lorraine Alyn Meyer is committed to ensuring Cummins group's Leadership Culture and Leadership Behaviors are brought to life through the more consistent application of our tools and processes across all businesses, regions and employee types.

Her career with Cummins began through the acquisition of Nelson Industries where she was the Director of Information Technology (IT) for the Nelson business based in Stoughton, Wisconsin (USA). She transitioned into the Director of Human Resources (HR) for Filtration Global Operations and later completed a one-year development assignment in Operations (Manufacturing).

Ms. Lorraine Alyn Meyer is a certified Six Sigma Green Belt. Prior to working at Cummins, Ms. Lorraine Alyn Meyer led a small computer consultancy company owned by Nelson Industries (USA), providing customized business solutions.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Lorraine Alyn Meyer (DIN: 08567527) as an Additional Director of the Company with effect from October 01, 2019, under Article 110 of the Articles of Association of the Company.

Under Section 161 of the Companies Act, 2013 Ms. Lorraine Alyn Meyer holds office of the Additional Director till the date of this Annual General Meeting. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Lorraine Alyn Meyer for office of the Director of the Company.

The details of directorship or membership of Committees of Ms. Lorraine Alyn Meyer forms part as Annexure to the Notice. For Ms. Lorraine Alyn Meyer's attendance at the meetings of the Board of Directors, Members may refer to the Corporate Governance Report appended as Annexure '4' to the Directors' Report for Financial Year 2019-20.

The Company has received the relevant disclosures from Ms. Lorraine Alyn Meyer 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. Lorraine Alyn Meyer does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company.

Except Ms. Lorraine Alyn Meyer, 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. 6 of the Notice.

The Board recommends the Ordinary Resolution at set out at Item No. 6 of the Notice for approval of the Members.

#### **Item No. 7**

##### **To appoint Ms. Rama Bijapurkar (DIN: 00001835) as a Non-Executive Independent Director**

Ms. Rama Bijapurkar (aged 63 years), holds a BSC (Hons) degree in Physics from Delhi University and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.

Ms. Rama Bijapurkar is one of India's most experienced independent directors and has served on the Boards of several of India's blue-chip companies. Her past directorships include Axis Bank, RBL Bank, Bharat Petroleum, National Payments Corporation of India, CRISIL, Godrej Consumer Products Ltd., Infosys, ICICI Prudential Life Insurance, Redington Gulf FZE.

She has also served on the Governing Council of the Banking Codes and Standards Board of India and IIM Ahmedabad. Ms. Rama Bijapurkar is also a member of the Eminent Persons Advisory Group of the Competition Commission of India. Presently the Boards that she serves on include ICICI Bank, Mahindra & Mahindra Financial Services Limited, Nestle India Limited, Emami Ltd and VST Industries Limited.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rama Bijapurkar (DIN: 00001835), as an Additional Director in the capacity of Independent Director of the Company with effect from June 17, 2020, for a consecutive period of five years, under Article 110 of the Articles of Association of the Company.

Under Section 161 of the Companies Act, 2013 Ms. Rama Bijapurkar holds office of the Additional Director till the date of this Annual General Meeting. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Rama Bijapurkar for office of the Director of the Company.

The details of directorship or membership of Committees of Ms. Rama Bijapurkar forms part as Annexure to the Notice.

Ms. Rama Bijapurkar has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Rama Bijapurkar fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and that she is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Ms. Rama Bijapurkar as Independent Director is now being placed before the Members for their approval.

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

- (iii) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (iv) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Ms. Rama Bijapurkar does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company.

Except Ms. Rama Bijapurkar, 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. 7 of the Notice.

The Board recommends the Ordinary Resolution at set out at Item No. 7 of the Notice for approval by the Members.



## **Item No. 8**

### **To ratify remuneration payable to the Cost Auditors, M/s. Ajay Joshi & Associates, for the Financial Year 2020-21**

The Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment of M/s. Ajay Joshi and Associates, Pune, to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at the remuneration not exceeding ₹ 950,000/- (Rupees Nine Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Board is of the opinion that the fees quoted by M/s. Ajay Joshi and Associates, Pune, are reasonable and in line with the rates prevailing in the market for the similar assignment.

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. 8 of the Notice.

The Board recommends the Ordinary Resolution at set out at Item No. 8 of the Notice for approval by the Members.

## **Item Nos. 9 and 10**

To approve the material related party transactions with Cummins Limited, UK and Tata Cummins Private Limited

Under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders. The said Regulation further provides a definition of the term 'Material' as follows:

"a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last Audited Financial Statements of the Company."

As a part of its regular business, the Company sells the internal combustion engines gensets their parts and accessories, etc. to Cummins Limited, UK at an arm's length basis under the purchase orders raised from time to time and in the Financial Year 2020-21, the aggregate value of these transactions is likely to be around ₹ 80,000 Lacs ("Cummins on-going transaction").

Further, as a part of its regular business, the Company purchases B, C and L series internal combustion engines, their parts and accessories, etc. from Tata Cummins Private Limited ("TCPL") at an arm's length basis under the purchase orders raised from time to time and in the Financial Year 2020-21, the aggregate value of these transactions is likely to be around ₹ 1,00,000 Lacs ("TCPL on-going transaction").

Cummins Limited, UK is a subsidiary of Cummins Inc., USA which is the holding company of the Company. TCPL is 50:50 joint venture company between Cummins Inc., USA and Tata Motors Limited, India. Cummins Inc., USA is the holding company of the Company.

Mr. Ashwath Ram, Managing Director (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) of the Company is also the Managing Director of TCPL without any remuneration and Mr. Rajiv Batra, erstwhile Chief Financial Officer (also, the erstwhile Key Managerial Personnel as per Section 203 of the Companies Act, 2013) of the Company is a Director of TCPL.

Mr. Ashwath Ram holds 13,600 shares in the Company. However, none of his relatives holds any shares in the Company, Cummins Limited, UK or TCPL. Nor Mr. Batra or any of his relatives hold any shares in the Company, Cummins Limited, UK or TCPL.

The Audit Committee of the Board of Directors of the Company reviewed the Cummins on-going transactions and TCPL on-going transactions and recommended the same for approval by the Board of Directors at their meeting held on January 28, 2020. The Board of Directors at their meeting held on January 28, 2020 reviewed the Cummins on-going transactions and TCPL on-going transactions and proposed the same to be placed before the Members for their approval.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Ashwath Ram, Managing Director, being interested in the TCPL on-going transactions at Item Nos. 9 & 10 as Managing Director of TCPL, 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. 9 & 10 of the Notice.

The Board recommends the Ordinary Resolution at set out at Item Nos. 9 and 10 of the Notice for approval of the Members.

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

Place : Pune  
Date : July 30, 2020

By Order of the Board,  
For Cummins India Limited,

Vinaya A. Joshi  
Company Secretary  
Membership No. : A25096

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

Name	Age (Years)	Educational Qualification	Experience/ Expertise/ Brief Resume	Relationship with other Directors / Key Managerial Personnel (KMP)	Directorships and No. of Membership of Committees in other entities as on March 31, 2020	Shareholding as on March 31, 2020
Mr. Antonio Leita	56	Holds a degree in electrical engineering from the University of Brittany in France and an Executive MBA from Stanford University	Refer item No. 4 of the explanatory statement of the Notice convening the meeting	Not related to any Director/ KMP	NIL	NIL
Mr. Ashwath Ram	50	Holds a bachelor's degree in Science and Industrial Engineering from the Purdue University, West Lafayette, Indiana (USA) and a master's degree from the IU Kelley School of Business, Indiana University (USA)	Refer item No. 5 of the explanatory statement of the Notice convening the meeting	Not related to any Director/ KMP	NIL	13,600 Shares
Ms. Lorraine Alyn Meyer	58	Holds a bachelor's degree in Computer Science from the University of Wisconsin (USA)	Refer item No. 6 of the explanatory statement of the Notice convening the meeting	Not related to any Director/ KMP	NIL	NIL
Ms. Rama Bijapurkar	63	Holds a BSC Hons degree in Physics from Delhi University and a post graduate diploma in management from the Indian Institute of Management (IIM), Ahmedabad.	Refer item No. 7 of the explanatory statement of the Notice convening the meeting	Not related to any Director/ KMP	Independent Director in 1. Nestle India Limited (Chairperson of SRC*) 2. VST Industries Limited (Chairperson of SRC* and Member of Audit Committee) 3. Emami Limited 4. ICICI Bank Limited 5. Mahindra and Mahindra Financial Services Limited (Chairperson of SRC* and Member of Audit Committee)	NIL

Note:

\*(SRC) - Stakeholders Relationship Committee.

Terms and conditions of appointment or re-appointment including remuneration:

- Mr. Antonio Leita and Ms. Lorraine Alyn Meyer, Non-Executive and Non-Independent Directors, are liable to retire by rotation and are not entitled to any remuneration.
- Ms. Rama Bijapurkar, Independent Director, is not liable to retire by rotation. The terms of remuneration including sitting fees for attending Board and Committee meetings, reimbursement of expenses and the profit related commission as permissible under law from time to time, are as approved by Members.