



Ref: STEX/SECT/2022

August 19, 2022

The Relationship Manager, DCS-CRD BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001  BSE Scrip Code: <b>500480</b>	National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> 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: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Notice of Postal Ballot dated August 19, 2022 which has been sent to the members for seeking their approval by means of postal ballot through remote e-voting on the following business items:

<b>Sr No.</b>	<b>Description of Resolution(s)</b>	<b>Type of Resolution</b>
1	Appointment of Ms. Rekha (DIN: 08501990) as a Non-Executive Independent Director	Special
2	Approval of additional material related party transaction(s) with Cummins Limited, UK	Ordinary
3	Approval of additional material related party transaction(s) with Tata Cummins Private Limited	Ordinary
4	Approval of additional material related party transaction(s) with Cummins Technologies India Private Limited	Ordinary
5	Approval of additional material related party transaction(s) with Cummins Inc., USA	Ordinary

The Postal Ballot Notice has been sent only by email to Members holding shares of the Company as on August 12, 2022, who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Limited.

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to its Members. The e-voting facility will be available during the following period:



Commencement of e-Voting	<b>From 9.00 a.m. (IST) on Monday, August 22, 2022</b>
End of e-Voting	<b>Upto 5.00 p.m. (IST) on Tuesday, September 20, 2022</b>

Kindly take this submission 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  
(CIN: L29112PN1962PLC012276)  
Telephone: 020 67067000 Fax: 020 67067015  
Website: [www.cumminsindia.com](http://www.cumminsindia.com)  
E-mail: [cil.investors@cummins.com](mailto:cil.investors@cummins.com)

### NOTICE OF POSTAL BALLOT

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

To,

The Members of Cummins India Limited,

**NOTICE** is hereby given to the Members of Cummins India Limited that the Postal Ballot though remote e-voting will be held from Monday, August 22, 2022 (9.00 a.m. IST) to Tuesday, September 20, 2022 (5.00 p.m. IST), to transact the following business:

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Ms. Rekha (DIN: 08501990) as a Non-Executive Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 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, as amended from time to time, Article 110 of the Articles of Association of the Company and such other provisions as may be applicable, **Ms. Rekha (DIN: 08501990)**, who was appointed by the Board of Directors of the Company as an Additional Director (Non- Executive and Independent) of the Company with effect from August 11, 2022, in terms of Section 161(1) of the Act and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from August 11, 2022 to August 10, 2027 and is not liable to retire by rotation.”

##### **2. To approve additional 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 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), Company’s Policy on Related Party Transactions, and such other applicable provisions and as recommended by Audit Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into additional 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 2022-23 upto an estimated amount of ₹ 52,000 Lacs (Rupees Fifty Two Thousand Lacs only) thereby aggregating the total value to ₹ 145,989 Lacs (Rupees One Lac Forty Five Thousand Nine Hundred Eighty Nine Lacs only) in the ordinary course of business and at arm’s length basis, 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 the Board or Key Managerial Personnel of the Company, be and is hereby 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 it may deem fit at its 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 Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

### 3. To approve additional 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 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), Company's Policy on Related Party Transactions, and such other applicable provisions and as recommended by Audit Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into additional 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 2022-23 upto an estimated amount of ₹ 3,700 Lacs (Rupees Three Thousand Seven Hundred Lacs only) thereby aggregating the total value to ₹ 204,400 Lacs (Rupees Two Lacs Four Thousand Four Hundred Lacs only) in the ordinary course of business and at arm's length basis, in the nature of:

- a) purchase of internal combustion 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, 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 the Board or Key Managerial Personnel of the Company, be and is hereby 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 it may deem fit at its 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 Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

#### 4. To approve additional 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 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), Company’s Policy on Related Party Transactions, and such other applicable provisions and as recommended by Audit Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into additional 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 2022-23 upto an estimated amount of ₹ 14,500 Lacs (Rupees Fourteen Thousand Five Hundred Lacs only) thereby aggregating the total value to ₹ 170,300 Lacs (Rupees One Lac Seventy Thousand Three Hundred Lacs only) in the ordinary course of business and at arm’s length basis, 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, 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 the Board or Key Managerial Personnel of the Company, be and is hereby 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 it may deem fit at its 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 Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

#### 5. To approve additional 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 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), Company’s Policy on Related Party Transactions, and such other applicable provisions and as recommended by Audit Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into additional 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 2022-23 upto an estimated amount of ₹ 11,500 Lacs (Rupees Eleven Thousand Five Hundred Lacs only) thereby aggregating the total value to ₹ 78,800 Lacs (Rupees Seventy Eight Thousand Eight Hundred Lacs only) in the ordinary course of business and at arm’s length basis, 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, 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 the Board or Key Managerial Personnel of the Company, be and is hereby 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 it may deem fit at its 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 Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

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

Place: Pune  
Date: August 19, 2022

By Order of the Board,  
For Cummins India Limited,

Vinaya Joshi  
Company Secretary  
Membership No.: A25096

**NOTES:**

- A.** The Statement of additional information pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Explanatory Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“the Act”), in respect of Special Business of the Notice, is annexed hereto.
- B.** Additional information in respect of Director seeking appointment through Postal Ballot is annexed to the Notice.
- C. General instructions to the Members participating in the Postal Ballot:**
1. In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and various circulars issued by Ministry of Corporate Affairs (“MCA”) i.e. circular dated May 05, 2022 read with circulars dated December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as “MCA Circulars”) the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), the agency to provide e-voting facility.
  2. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent is being sent by electronic mode to the members on their registered email ID with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
  3. Member may note that the same will also be available on the Company’s website [www.cumminsindia.com](http://www.cumminsindia.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [info@csladda.com](mailto:info@csladda.com) with a copy marked to [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
  5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Governing Body Resolution/Authority Letter etc by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
  6. The Company has fixed Friday, August 12, 2022 as the ‘Cut- off Date’ for the purpose of remote e-voting.
  7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting during the Postal Ballot Process. Members would be able to cast their votes and convey their assent and dissent to the proposed resolution only through the remote e-voting process. A person who is not a Member as on the Cut- off Date should treat this Notice for information purposes only.
  8. Pursuant to MCA Circulars, the Notice of the Postal Ballot is being sent only by email to the Members, whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the Postal Ballot and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
    - (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company’s email address [cil.investors@cummins.com](mailto:cil.investors@cummins.com). All these details can be uploaded on the given link in one go [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html).
    - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. Members shall vote electronically by following the procedure as mentioned in Point 'D'. The e-voting period commences on Monday, August 22, 2022 (9.00 a.m. IST) and ends on Tuesday, September 20, 2022 (5.00 p.m. IST). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Company has appointed Link Intime India Private Limited, Mumbai, as its Registrar and Transfer Agent. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-  
  
Link Intime India Private Limited  
Unit: Cummins India Limited  
C-101, 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: Mr. Jayprakash VP  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
11. Relevant documents, if any, referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from date of the circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents before can send an email request on [cil.investors@cummins.com](mailto:cil.investors@cummins.com).
12. Members may send their queries related to items included in the Postal Ballot notice on the email [cil.investors@cummins.com](mailto:cil.investors@cummins.com) from their registered email address, mentioning their name, folio number / DP ID- Client ID as applicable, mobile number, copy of PAN Card.
13. Mr. Pramodkumar Ladda (Membership No. FCS 7326 and CP No. 8006) Partner of M/s Ladda Bhutada & Associates, Company Secretaries, Pune, has been appointed as the Scrutinizer to scrutinize the e-voting process and vote casted through remote e-voting, in a fair and transparent manner.
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, September 20, 2022.
15. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

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

1. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the provisions of Regulation 44 of SEBI Listing Regulations, and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Company is providing e-voting facility of National Securities Depository Limited ("NSDL") to its Member to exercise their rights to vote on the proposed resolutions by electronic means.
2. The e-voting period commences on Monday, August 22, 2022 (9.00 a.m. IST) and ends on Tuesday, September 20, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., Friday, August 12, 2022, may cast their votes electronically as per the process detailed in this Notice. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. The details of the process and manner for login and remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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




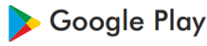


Details on Step 1 are mentioned below:

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

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

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

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

Type of shareholders	Login Method
	<p data-bbox="735 271 1134 300"><b>‘NSDL Speede’ : NSDL Mobile App</b></p> <p data-bbox="735 315 1390 412">Members may download the mobile app “<b>NSDL Speede</b>” by scanning the QR code mentioned below for seamless voting experience.</p> <p data-bbox="858 434 1289 463" style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div data-bbox="858 488 1289 533" style="text-align: center;">   </div> <div data-bbox="900 555 1031 689" style="text-align: center;">  </div> <div data-bbox="1123 555 1254 689" style="text-align: center;">  </div> <p data-bbox="735 725 1086 754"><b>B. e-Voting website of NSDL</b></p> <ol data-bbox="735 770 1433 1308" style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/ Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (<i>i.e. your sixteen digit demat account number held with NSDL</i>), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
<p data-bbox="341 1323 719 1406">Individual Shareholders holding securities in demat mode with CDSL</p>	<ol data-bbox="735 1323 1433 1989" style="list-style-type: none"> <li>1. Existing users who have opted for <b>Easi / Easiest</b>, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi</b>.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

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

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

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

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

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

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

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

## 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 email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If case you have not registered your email ID with the Company/ Depository, please follow the instructions mentioned below in the notice.

## 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](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

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

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

**General Guidelines for Members:**

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

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

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

**E. Other instructions:**

1. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, August 12, 2022.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the dispatch of notice but on or before the Cut-off Date for e-voting i.e. August 12, 2022, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if the Member is already registered with NSDL for e-voting, then existing User ID and Password can be used for casting votes. Members who have forgotten the User ID and Password can reset their Password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member

of the Company after the dispatch of notice but on or before the Cut-off Date for e-voting i.e. August 12, 2022 may follow steps mentioned in the Notice of the Postal Ballot under “Access to NSDL e-Voting system”.

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

## ANNEXURE TO THE NOTICE

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

### Item No. 1

#### 1. Appointment of Ms. Rekha (DIN: 08501990) as a Non-Executive Independent Director

Ms. Rekha (aged about 55 years) holds a Degree in Bachelor of Engineering in Electrical and Electronics Engineering from University of Mysore. She is a certified Six Sigma Green Belt and also holds certification in PMP, PRINCE 2.

Ms. Rekha comes with a rich experience in the Manufacturing, Automotive, Aerospace and Industrial Automation & Energy Management industries, primarily in the disciplines of P&L Management, Marketing, Program Management, Quality Management, Talent Management, Hardware & Software Development and Product Design & Innovation. She has cross functional collaboration experience with Engineering, Product Marketing, Sales, Supply Chain Management and Manufacturing Teams.

Ms. Rekha is currently working as a World-wide Leader for Global Developer & India leader for Customer Experience & support in Microsoft India R&D. Prior to Microsoft, she has worked with Eaton as Vice President, Technology and Head of Eaton India Innovation Centre, with Schneider-Electric as Director (Research & Development), with Honeywell as COE Leader – Head of HTS Global (India, China and Czech). In the past, she has also served GE Research and Technology and Bosch.

Ms. Rekha has won several Industry Innovation Awards. She has authored and presented papers in Institute of Electrical and Electronics Engineers (IEEE) conference in Singapore and India. She was also invited to deliver talks at NASA, IEEE, PMI and other Industrial Forums.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rekha (DIN: 08501990), as an Additional Director in the capacity of Independent Director of the Company in their meeting held on August 10, 2022, with effect from August 11, 2022, for a consecutive period of five years, under Article 110 of the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to amendment to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Rekha is eligible to be appointed as Non-Executive Independent Director of the Company. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Rekha for office of the Director of the Company.

Ms. Rekha 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. Rekha 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.

No Board Meeting of the Company was held during the period August 11, 2022 (effective date of appointment of Ms. Rekha) till date of this Notice and consequently, Ms. Rekha has not attended any Board Meeting of the Company as an Additional Director (Non- Executive and Independent) of the Company.

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

The Company has received the relevant disclosures from Ms. Rekha 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. Rekha does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel in the Company. Further, she does not hold any directorship or membership of Committees in other Companies.

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

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

#### **Item No. 2,3,4 and 5**

#### **To approve additional material related party transaction(s) with Cummins Limited, UK, Tata Cummins Private Limited, Cummins Technologies India Private Limited and Cummins Inc., USA**

Pursuant to Section 188 of Companies Act, 2013 ('the Act') and the applicable rules framed thereunder read with Regulation 23 of the Listing Regulations, all Related Party Transactions ('RPTs') shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Shareholders.

SEBI vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments'). Accordingly, the threshold for determination of Material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 01, 2022. The amended definition of the term 'Material' is 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 rupees one thousand (1000) crore or ten percent of the annual consolidated turnover of the company as per the last Audited Financial Statements of the Company."

At the 61<sup>st</sup> Annual General Meeting of the Company held on August 10, 2022, the shareholders of the Company had approved estimated aggregate value of material related party transactions with Cummins Limited, UK ('CL'), Tata Cummins Private Limited ('TCPL'), Cummins Technologies India Private Limited ('CTIPL') and Cummins Inc., USA ('CMI') for Financial Year 2022-23.

As we continue to evaluate the market conditions to develop the demand planning for the coming quarters, we do see a need to review supply chain forecast. Such demand planning is indicating increased manufacturing and operational activities leading to higher value of related party transactions. Accordingly, we propose the increase in related party transactions for the Company to meet the anticipated demand both from domestic and exports market on time. The same is also expected to bring in operational efficiency and will enhance stakeholder value. Therefore, approval of the Members is sought on revised transaction values than previously approved for Financial Year 2022-23.

The proposed transactions, being of operational and critical nature, play a significant role in Company's business and help the Company 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;
- Leverage knowledge pool across functions;

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, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee, Board of Directors and Shareholders of the Company, wherever applicable.

Approval of the Members of the Company is sought in terms of Regulation 23 of the Listing Regulations by way of an ordinary Resolution for revising the amount of Material Related Party Transactions for FY 2022-23, earlier approved by the members at the Annual General Meeting held on August 10, 2022, with Cummins Limited, UK from ₹ 93,989 Lacs to ₹ 145,989 Lacs, Tata Cummins Private Limited from ₹ 200,700 Lacs to ₹ 204,400 Lacs, Cummins Technologies India Private Limited from ₹ 155,800 Lacs to ₹ 170,300 Lacs and Cummins Inc., USA, from ₹ 67,300 Lacs to ₹ 78,800 Lacs, details of which are included in the ensuing part of this explanatory statement.



Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Shareholders for the potential quantum of transactions with CL, TCPL, CTIPL and CMI including earlier approved transactions aggregating to as mentioned below:

(₹ in Lacs)

<b>Cummins Limited, UK ('CL')</b>		
<b>Category of Transactions</b>	<b>Additional approval proposed for FY 2022-23</b>	<b>Aggregate for FY 2022-23</b>
Sale of engines/gensets, their parts, accessories, and spares by the Company	-	80,000
Purchases of engines/ gensets, their parts, accessories or spares by the Company	50,000	62,889
Other RPTs*	2,000	3,100
<b>Total</b>	<b>52,000</b>	<b>145,989</b>

\* as specified in Ordinary Resolution set out as Item No. 2 of the Notice.

(₹ in Lacs)

<b>Tata Cummins Private Limited ('TCPL')</b>		
<b>Category of Transactions</b>	<b>Additional approval proposed for FY 2022-23</b>	<b>Aggregate for FY 2022-23</b>
Purchase of internal combustion engines, their parts and accessories thereof by the Company	-	195,000
Sale of engines/gensets, their parts, accessories, and spares by the Company	200	800
Other RPTs*	3,500	8,600
<b>Total</b>	<b>3,700</b>	<b>204,400</b>

\* as specified in Ordinary Resolution set out as Item No. 3 of the Notice.

(₹ in Lacs)

<b>Cummins Technologies India Private Limited ('CTIPL')</b>		
<b>Category of Transactions</b>	<b>Additional approval proposed for FY 2022-23</b>	<b>Aggregate for FY 2022-23</b>
Purchase of engines, gensets, turbochargers, their parts, components and spares by the Company	-	80,000
Sale of engines/ gensets, their parts, accessories, and spares by the Company	7,500	34,500
Other RPTs*	7,000	55,800
<b>Total</b>	<b>14,500</b>	<b>170,300</b>

\* as specified in Ordinary Resolution set out as Item No. 4 of the Notice.

(₹ in Lacs)

Cummins Inc., USA ('CMI')		
Category of Transactions	Additional approval proposed for FY 2022-23	Aggregate for FY 2022-23
Purchase of engines, gensets, turbochargers, their parts, components and spares by the Company	7,500	30,500
Sale of engines/ gensets, their parts, accessories, and spares by the Company	-	18,500
Other RPTs*	4,000	29,800
<b>Total</b>	<b>11,500</b>	<b>78,800</b>

\* as specified in Ordinary Resolution set out as Item No. 5 of the Notice.

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 the Act, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Name of Related Party/ Particulars	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 is concerned or interested financially or otherwise in Item no. 2 to 5 of the Notice. The Company has the following Director/ KMP as Directors of TCPL: - Mr. Ashwath Ram, Managing Director of the Company (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) is Managing Director of TCPL. - Mr. Ajay S. Patil, Chief Financial Officer of the Company (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) is a Director of TCPL.			

Sr. No.	Name of Related Party/ Particulars	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	<p>As part of regular business operations:</p> <ol style="list-style-type: none"> <li>1. sale of engines/ gensets, their parts, accessories, and spares by the Company;</li> <li>2. purchases of engines/ gensets, their parts, accessories or spares by the Company;</li> <li>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').</li> </ol>	<p>As part of regular business operations:</p> <ol style="list-style-type: none"> <li>1. purchase of internal combustion engines, their parts and accessories thereof by the Company;</li> <li>2. sale of internal combustion engines, their parts and accessories thereof by the Company;</li> <li>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').</li> </ol>	<p>As part of regular business operations:</p> <ol style="list-style-type: none"> <li>1. purchase of engines, gensets, turbochargers, their parts, components and spares by the Company;</li> <li>2. sale of engines/ gensets, their parts, accessories, and spares by the Company;</li> <li>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').</li> </ol>	<p>As part of regular business operations:</p> <ol style="list-style-type: none"> <li>1. purchase of engines, gensets, turbochargers, their parts, components and spares by the Company;</li> <li>2. sale of engines/ gensets, their parts, accessories, and spares by the Company;</li> <li>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').</li> </ol>
These transactions are proposed to be undertaken during Financial Year 2022-23, depending on business operations.					
4.	Value of the proposed transaction (Additional Material RPTs)	₹ 52,000 Lacs	₹ 3,700 Lacs	₹ 14,500 Lacs	₹ 11,500 Lacs

Sr. No.	Name of Related Party/ Particulars	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	The proposed transactions are approximately 9% of annual consolidated turnover of the Company for the Financial Year 2021-22.  The overall material RPTs with CL are approximately 24% of annual consolidated turnover of the Company for the Financial Year 2021-22	The proposed transactions are approximately 1% of annual consolidated turnover of the Company for the Financial Year 2021-22  The overall material RPTs with TCPL are approximately 34% of annual consolidated turnover of the Company for the Financial Year 2021-22	The proposed transactions are approximately 2% of annual consolidated turnover of the Company for the Financial Year 2021-22  The overall material RPTs with CTIPL are approximately 28% of annual consolidated turnover of the Company for the Financial Year 2021-22	The proposed transactions are approximately 2% of annual consolidated turnover of the Company for the Financial Year 2021-22  The overall material RPTs with CMI are approximately 13% of annual consolidated turnover of the Company for the Financial Year 2021-22
6.	Details about valuation/ arm's length and ordinary course of business	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally 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.			
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 eight legal entities in India (including one entity under voluntary liquidation). Purchase and Sale RPTs within group companies helps your Company leverage economies of scale and aids to improve quality of products and meet demand/ customer expectations for the Company. Other RPTs brings in operational efficiencies/ synergies in business. These transactions will mainly be on the basis of regular business requirements.			
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 transaction			
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.			

All transactions entered/to be entered into are in the ordinary course of business and are on arm's length basis.

The Audit Committee and the Board of Directors of the Company have approved the said additional material related party transactions at their meeting held on August 10, 2022 and proposed the same for approval of the Members of the Company.

The RPTs carried out with the above said related parties will be reported and reviewed on a quarterly basis to the Audit 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.

Except Mr. Ashwath Ram, Managing Director and Mr. Ajay S. Patil, Chief Financial Officer, being interested in the TCPL ongoing transactions at Item No. 3 as Managing Director of TCPL and 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. 2,3,4 and 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item Nos. 2,3,4 and 5 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

By Order of the Board,  
For Cummins India Limited,

Place: Pune  
Date: August 19, 2022

Vinaya Joshi  
Company Secretary  
Membership No.: A25096

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

<b>Name</b>	<b>Age (Years)</b>	<b>Educational Qualifications</b>	<b>Experience/ Expertise/ Brief Resume/ Skills and Capabilities</b>	<b>Relationship with other Directors/ Key Managerial Personnel (KMP)</b>	<b>Directorships and No. of Membership/ Chairmanship of Committees in other entities*</b>	<b>Share-holding</b>	<b>Justification for choosing the Independent Director</b>
Ms. Rekha	55	Holds a Bachelor's degree in Electrical and Electronics Engineering from University of Mysore	Refer Item No. 1 of the explanatory statement of the Notice of Postal Ballot	Not related to any Director/ KMP of the Company.	NIL	NIL	Refer Item No. 1 of the explanatory statement of the Notice of Postal Ballot

\* Listed entities/ Public Companies in India

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

- Ms. Rekha, 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.