



Ref: STEX/SECT/2024

Date : October 18, 2024

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 500480	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: CUMMINSIND
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Sub: Proceedings of Postal Ballot

Ref: Regulation 30 read with clause 13 of Para A of Part A of schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sir / Madam,

In accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of Listing Regulations, 2015, we are submitting herewith proceedings of the postal ballot and the certified true copy of the resolution passed by the members of the Company on i.e., Thursday, October 17, 2024 through the said postal ballot.

Kindly take this intimation on your record.

Thanking you,

Yours faithfully,
For Cummins India Limited

Vinaya A. Joshi
Company Secretary & Compliance Officer
Membership No.: A25096
Encl.: As above.

(This letter is digitally signed)



PROCEEDINGS OF THE POSTAL BALLOT AND CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF CUMMINS INDIA LIMITED ("THE COMPANY") ON THURSDAY, OCTOBER 17, 2024 THROUGH POSTAL BALLOT

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 in compliance with General Circular 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA) read with other relevant circulars issued in this regard and SEBI/HO/CFD/POD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars") (collectively referred to as "MCA Circulars"), approval of the members of the Company was sought by way of Postal Ballot for approving appointment of Ms. Shveta Arya (DIN: 08540723) as a Director and as Managing Director (Key Managerial Personnel) of the Company along-with remuneration.

The Notice of Postal Ballot dated August 6, 2024 comprising resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof, was sent to the Members only by email on Monday, September 16, 2024, whose email addresses were registered with the Depositories (in case of Members holding shares in Demat form) or with Registrar and Share Transfer Agent of the Company (in case of Members holding shares in physical form) and whose names appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on Friday, September 6, 2024 ("cut-off date").

In compliance with relevant circulars, the Postal Ballot was conducted, by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

In Compliance with the MCA Circulars, the Company released a notice by way of an advertisement in the newspapers (Pre-dispatch notice) viz: Business Standard (in English) and Loksatta (in Marathi) (including their electronic editions) on Friday, September 06, 2024 wherein members were informed that the Company is proposing to seek consent of the members through postal ballot by way of remote e-voting facility to transact the business set out in Postal Ballot Notice, which shall be dispatched in due course. Further, by way of the said advertisement, the members were informed about the process for registration of their email ids.

Further, the Company issued public notice by way of advertisement in the newspapers viz: Business Standard (in English) and Loksatta (in Marathi) (including their electronic editions) on Tuesday, September 17, 2024, in respect of Notice of Postal Ballot providing information relating to manner and duration of remote e-voting, Manner in which shareholders whose emails addresses are not registered may cast their vote through remote e-voting, manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

Cummins India Limited
Registered Office
Cummins India Office Campus
Tower A, 5th 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



The Company provided the remote e-voting facility to enable the members to cast their vote in electronic mode through the Registrar and Share Transfer Agent of the Company i.e., Link Intime India Private Limited (“Link Intime” or “RTA”). Further, pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, all the individual shareholders holding shares in demat mode were provided with the facility to cast their vote through the remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

The remote e-voting was enabled on Wednesday, September 18, 2024 at 9:00 a.m. (IST) and was disabled on Thursday, October 17, 2024 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares in physical and dematerialized form, as on the cut-off date, were able to cast their votes through remote e-voting on the resolution set out in the Notice of Postal Ballot.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2015, Mr. Pramodkumar Ladda (Membership No. FCS 7326 and CP No. 8006) Partner, M/s Ladda Bhutada & Associates, Company Secretaries, Pune, has been appointed as the Scrutinizer by the Board of Directors for conducting the Postal Ballot voting process in a fair and transparent manner. Further the Board also severally authorized the Chairperson or Company Secretary to receive the Scrutiniser’s Report and declare the Result of voting.

Upon conclusion of the Remote e-voting period, the Scrutinizer carried out the scrutiny of votes cast through the remote e-voting on the item of business set out in the Notice of Postal Ballot and submitted his Report dated October 18, 2024 to Ms. Vinaya Joshi, Company Secretary of the Company, who was authorized by the Board of Directors.

The Scrutinizer in his report, inter-alia, confirmed that the Postal Ballot voting process was conducted in a fair and transparent manner. As per the Scrutinizer’s report, the resolution has been passed by the Members with requisite majority.



CERTIFIED TRUE COPY OF ORDINARY RESOLUTION PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE EVOTING BY MEMBERS OF CUMMINS INDIA LIMITED ON THURSDAY, OCTOBER 17, 2024

To appoint Ms. Shveta Arya (DIN: 08540723) as a Director and as Managing Director (Key Managerial Personnel) of the Company along-with remuneration

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 110 of the Articles of Association of the Company, Ms. Shveta Arya (DIN: 08540723), who was appointed by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, as an Additional Director and Managing Director (Designate) with effect from August 08, 2024 and who holds office up to next Annual General Meeting of members of Cummins India Limited (Company) in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Act 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) and 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 appointment of Ms. Shveta Arya (DIN: 08540723) as the Managing Director of the Company, for a period of three (3) years starting from September 01, 2024 to August 31, 2027, not liable to retire by rotation, 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 on recommendation of the Nomination and Remuneration Committee of the Company, be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration to the extent it may deem appropriate, subject to the same not exceeding the overall 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) and/or any guidelines prescribed by the Central Government from time to time.

RESOLVED FURTHER the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to execute all such agreements, documents, instruments as deemed necessary, file requisite forms or applications with statutory / regulatory authorities and shall decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

//Certified True Copy//
For Cummins India Limited

Date: October 18, 2024

Ms. Vinaya Joshi
Company Secretary
Membership No. A25096