

CUMMINS INDIA LIMITED
STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER

1. SCOPE:

The Stakeholders Relationship Committee (the “Committee”) of the Board of Directors (the “Board”) of Cummins India Limited (the “Company”) shall assist the Board and the Company to specifically look into various aspects of interests of Stakeholders of the Company. The term “Stakeholder” shall include shareholders and other security holders, if any.

The roles, responsibilities and powers of the Committee shall include matters set out in this charter and such other matters as prescribed by the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 or under applicable laws as amended or as delegated by the Board from time to time.

2. COMPOSITION:

- a. The Committee shall consist of at least three Directors, with one being an Independent Director as Members of the Committee and such other Directors as may be decided by the Board.
- b. The Members of the Committee shall elect a Chairman from amongst themselves who shall necessarily be a Non-Executive Director. The Chairman of the Committee shall be present at the General Meetings of the Company to answer queries of the security holders.
- c. The Company Secretary, in attendance, shall act as the Secretary to the Committee Meetings.

3. QUORUM AND MEETINGS:

- a. The quorum shall be either two members or one-third of the members of the Committee, whichever is greater.
- b. The Committee shall meet at least once (1) in a year and may meet at such intervals as deemed necessary.

4. ROLES AND RESPONSIBILITIES / TERMS OF REFERENCE:

The following are the roles and responsibilities of the Committee. The Committee may diverge from these responsibilities and may assume such other responsibilities as it deems necessary or appropriate in carrying out its functions:

- a) To resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends/ warrants, issue of new/duplicate certificates or new certificates on split/consolidation/renewal etc., dematerialization and re-materialization requests of equity shares are addressed in timely manner, general meetings, Investor Education and Protection Fund related queries etc;

- b) To oversee compliances in respect to dividend payments and transfer of unclaimed amounts and shares to the Investor Education and Protection Fund, as per the provisions of Companies Act, 2013 and Rules thereunder;
- c) To review the measures taken for effective exercise of voting rights by security holders;
- d) To oversee the performance of the Registrar & Share Transfer Agent ('RTA') including review of their adherence to the service standards adopted by the Company or as may be prescribed by regulatory authorities, from time to time;
- e) To recommend measures for overall improvement in the quality of investor services including ensuring proper controls;
- f) To review various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- g) To obtain, at its sole authority, professional services/ advice of internal or outside experts (legal or other professionals), where judged necessary, to discharge its duties and responsibilities;
- h) To note the investor engagement plans/initiatives and movement in shareholdings and ownership structure of the Company;
- i) To periodically provide updates to the Board, on such matters as it considers relevant and carry out such other function as may be delegated by the Board or as may be prescribed under applicable laws from time to time;
- j) To consider any other matters which are related to generic concerns of the Investors;

5. REVIEW OF CHARTER:

The Committee shall review and reassess the adequacy of this Charter at such intervals as it may deem fit and make appropriate recommendations to the Board on the basis of such assessment.

Any amendment in the regulatory requirements shall be binding on the Company and shall prevail over this Charter even if not incorporated. In any circumstance where the terms differ from any applicable law for the time being in force, the provisions of such applicable law shall take precedence over the Charter.

Last modified Terms: February 06, 2019

Charter approved on: May 26, 2022

Effective date: May 26, 2022