

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and the Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

### Cummins India Limited

Registered Office : Kothrud, Pune 411 038 (INDIA)

(CIN : L29112PN1962PLC012276)

Phone : (020) 67067000 Fax : (91) (020) 67067015

Website : www.cumminsindia.com

Name of the member (s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No. / DP ID - Client ID : 

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I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

Name : \_\_\_\_\_ E-mail : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

*or failing him/her*

Name : \_\_\_\_\_ E-mail : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

*or failing him/her*

Name : \_\_\_\_\_ E-mail : \_\_\_\_\_

Address : \_\_\_\_\_ Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday, August 1, 2014 at 12.00 noon at Yashada, MDC Auditorium, Raj Bhavan Complex, Baner Road, Pune 411 007, and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions	Vote (Optional see Note 2)* (Please mention no. of shares)		
		For	Against	Abstain
	<b>ORDINARY BUSINESS</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2014			
2.	Approval of final dividend for the Financial Year ended March 31, 2014 and to ratify the interim dividend declared in February 2014			
3.	Appointment of a director in place of Mr. Casimiro Antonio Vieira Leitao, who retires by rotation and being eligible, seeks re-appointment			

Sr. No.	Resolutions	Vote (Optional see Note 2)* (Please mention no. of shares)		
		For	Against	Abstain
4.	Appointment of a director in place of Mr. Edward Phillip Pence, who retires by rotation and being eligible, seeks re-appointment			
5.	Appointment of Auditors of the Company			
	<b>SPECIAL BUSINESS</b>			
6.	Appointment of Mr. Rajasekhar Menon, as a Director liable for retire by rotation			
7.	Appointment of Mr. Mark Smith, as a Director liable for retire by rotation			
8.	Appointment of Mr. Priya Shankar Dasgupta, as an Independent Director upto July 31, 2019			
9.	Appointment of Mr. Venu Srinivasan, as an Independent Director upto July 31, 2019			
10.	Appointment of Mr. Rajeev Bakshi, as an Independent Director upto July 31, 2019			
11.	Appointment of Mr. Nasser Munjee, as an Independent Director upto July 31, 2019			
12.	Appointment of Mr. Prakash Telang, as an Independent Director upto July 31, 2019			
13.	Appointment of Mr. Pradeep Bhargava, Alternate Director, as an Advisor on retainership basis			
14.	Approval on material Related Party Transactions			
15.	Approval on Related Party Transactions which are not in the ordinary course of business			
16.	Payment of commission to Independent Non-Whole-time Directors			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Please affix  
revenue  
stamp of not  
less than  
Rs. 0.15/-

Signature of the member

Signature of the proxy holder(s)

**Note :**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to Notice of the 53<sup>rd</sup> Annual General Meeting.
3. \*It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.