

Cummins India Limited

Registered Office: Kothrud, Pune 411 038 (INDIA)

NOTICE OF THE MEETING

To

The Members of Cummins India Limited

NOTICE is hereby given that the Fiftieth Annual General Meeting of Cummins India Limited will be held at Yashada, MDC Auditorium, Raj Bhavan Complex, Baner Road, Pune 411 007, on Thursday, the 4th day of August, 2011, at 12.00 noon, to transact the following business :

1. To receive and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare final dividend on equity shares and to ratify the interim dividend declared by the Board of Directors.
3. To appoint a Director in place of Mr. Mark Levett, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Venu Srinivasan, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Rajeev Bakshi, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

By Order of the Board

Mumbai
May 30, 2011

Dinesh Castellino
Vice President Legal &
Company Secretary

NOTES :

- a. The Explanatory Statement pursuant to Clause 49 of the Listing Agreement, in respect of item nos. 3 to 5 of the Notice set out above is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- c. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 30, 2011 to Thursday, August 4, 2011 (both days inclusive). If the final equity dividend as recommended by the Board of Directors is declared at the ensuing Annual General Meeting of the Shareholders of the Company, payment of such dividend will be made to those Shareholders whose names appear on the Register of Members and records of the Depositories respectively, as at the end of business hours on July 29, 2011.
- d. Members requiring information on the audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date, are requested to write to the Company at least seven days before the date of the meeting to enable the Company to furnish the information.
- e. 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, dematerialisation 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-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai: 400 078
Phone No.: (022) 2594 6970
Fax No. : (022) 2594 6969
Contact person: Mr. N. Mahadevan Iyer
E-mail: mahadevan.iyer@linkintime.co.in/ or rnt.helpdesk@linkintime.co.in
- f. Unclaimed dividends for the financial years 2003-04 and 2004-05 can be claimed from the Company by completing the requisite formalities. However, to claim final dividend for the financial year 2003-04 and interim dividend for the financial year 2004-05, the requisite formalities are required to be completed prior to August 31, 2011 and February 29, 2012 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 205A of the Companies Act, 1956. For details on unclaimed dividend(s), members are requested to write to Link Intime India Private Limited, Mumbai at the above address.
- g. The Company had on February 10, 1987, sub-divided each Equity Share of the face value of Rs. 100/- each into ten Equity Shares of the face value of Rs. 10/- each. Subsequently, on December 4, 2000, the Company sub-divided each Equity Share of the face value of Rs. 10/- each into five Equity Shares of the face value of Rs. 2/- each. The Company has sent a reminder to those Shareholders who have not yet claimed new certificates for sub-divided Shares of the face value of Rs. 2/- each. Shareholders who have not so far surrendered their old certificates in exchange for new certificates for sub-divided Shares of the face value of Rs. 2/- each, are requested to do so immediately.

- h. The Company encourages members to intimate / update their email addresses to receive the Annual Report and other communication electronically in support of the “Go Green” initiative of the Ministry of Corporate Affairs (MCA). Members may intimate / update their email address by sending a mail to cumminsgogreen@linkintime.co.in with their name and folio details. Members holding shares in dematerialised form may please update their e-mails with the respective depository participants. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company. A copy of the Annual Report will be available on the Company’s website www.cumminsindia.com. A printed copy of the report will be furnished free of cost upon receipt of a request for the same.

ANNEXURE TO THE NOTICE

Information as per Clause 49 of the Listing Agreement with the Stock Exchanges -

Item 3

Re-appointment of Mr. Mark Levett

As Vice-President of Cummins Inc., U.S.A., Mr. Mark Levett is responsible for its High Horse Power Engine Business. He joined the Board of Cummins India Limited on February 28, 1991. Mr. Mark Levett has done his B.A. from Hanover College and M.B.A. from Michigan State University, U.S.A. He possesses expertise in general management and distribution which will bring added value to the Company.

Mr. Levett is on the Board of Cummins Komatsu Engine Company.

Mr. Mark Levett does not hold any shares in the Company and is not related with any other Director of the Company.

Item 4

Re-appointment of Mr. Venu Srinivasan

Mr. Venu Srinivasan joined the Board of Cummins India Limited on January 27, 2000. An Engineer from Madras University, Mr. Venu Srinivasan has also done MS (Management) from Purdue University, U.S.A. A recipient of prestigious ‘Padma Shri’ adoration by Government of India, Mr. Srinivasan also has ‘Star of Asia’ award by Business Week International, civilian honour “Order of Diplomatic Service Merit” from the President of the Republic of Korea for outstanding contribution in promoting Korea-India relations and number of other distinguished recognitions and honours to his credit. He has rich experience in the Engineering field, Corporate Strategy and General Management. The Company stands to benefit significantly from his experience and expertise.

Mr. Srinivasan is on the Boards of the following other companies viz., (i) TVS Motor Company Limited (Chairman and Managing Director) (ii) Sundaram-Clayton Limited (Managing Director) (iii) Harita-NTI Limited (Chairman) (iv) Lucas-TVS Limited (v) T V Sundram Iyengar & Sons Limited (vi) Southern Roadways Limited (vii) Sundram Fasteners Limited (viii) Sundram Non-Conventional Energy Systems Limited (ix) TVS Investments Limited (x) TATA Coffee Limited (xi) Oriental Hotels Limited (xii) TVS Energy Limited (xiii) TVS Credit Services Limited (xiv) TVS Lanka Private Limited (xv) TVS Motor (Singapore) Pte. Limited (xvi) TVS Motor Harita Employees Welfare Foundation Private Limited. He is also a member of the following Committees :

- Audit Committee of (i) TV Sundram Iyengar & Sons Limited, and (ii) Harita-NTI Limited.
- Investors Grievance Committee of (i) TVS Motor Company Limited, and (ii) Sundaram-Clayton Limited.

Mr. Venu Srinivasan does not hold any shares in the Company and is not related with any other Director of the Company.

Item 5

Re-appointment of Mr. Rajeev Bakshi

Mr. Rajeev Bakshi joined the Board of Cummins India Limited on October 20, 2000. Mr. Bakshi is a B.A. (Economics) and an MBA from Indian Institute of Management (IIM), Bangalore. He possesses expertise in Marketing. His rich management expertise will add value to the Board. He is a Director in the following other Companies viz., (i) Marico Industries Limited (ii) JSL Stainless Limited (iii) METRO Cash & Carry Private Limited (iv) METRO Accounting Centre of Excellence Private Limited. He is a member of Audit Committee of the Company and Marico Industries Limited.

Mr. Rajeev Bakshi does not hold any shares in the Company and is not related with any other Director of the Company.

By Order of the Board

Mumbai
May 30, 2011

Dinesh Castellino
Vice President Legal &
Company Secretary