

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 Forty-Ninth 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 12th day of August, 2010, at 12.00 noon, to transact the following business:

1. To receive and adopt the Directors' Report and Audited Profit and Loss Account for the year ended March 31, 2010 and the Balance Sheet as at that date.
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. Nasser Munjee, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. H. Reporter, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Dr. John Wall, 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.

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

7. "RESOLVED that Mr. Patrick Ward, who was appointed as an Additional Director by the Board of Directors of the Company on December 3, 2009, pursuant to Article 110 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".
8. "RESOLVED that Mr. James Kelly, who was appointed as an Additional Director by the Board of Directors of the Company on January 25, 2010, pursuant to Article 110 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

By Order of the Board

Mumbai
May 29, 2010

Dinesh Castellino
Vice President Legal &
Company Secretary

NOTES :

- a. Information pursuant to Clause 49 of the Listing Agreement, in respect of item Nos. 3 to 5 and Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special Business 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, August 7, 2010 to Thursday, August 12, 2010 (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 August 6, 2010.
- d. Members requiring information on the audited Profit and Loss Account for the year ended March 31, 2010 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 (formerly known as Intime Spectrum Registry Limited), Mumbai as its Registrar and Transfer Agent, effective May 15, 2002. 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 interim dividend for the financial year 2003-2004, can be claimed from the Company by completing the requisite formalities, prior to December 8, 2010, as thereafter the unclaimed dividend for the said year 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. 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 documents relating to the items detailed in Annexure to the Notice are available for inspection at the Registered office of the Company from Monday to Friday between 10.30 a.m. to 12.30 p.m.

ANNEXURE TO THE NOTICE

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

Item 3

Re-appointment of Mr. Nasser Munjee

Mr. Nasser Munjee joined the Board of Cummins India Limited on March 29, 2001. Mr. Nasser Munjee is a monetary economist, educated at the University of Chicago and the London School of Economics (Bachelors and Masters Degrees). His areas of expertise include Housing Development and Infrastructure Finance.

Mr. Nasser Munjee is on the Boards of the following other companies, viz., (i) Development Credit Bank Limited (Chairman) (ii) Shipping Corporation of India Limited (iii) Voltas Limited (iv) Ambuja Cements Limited (v) Unichem Laboratories Limited (vi) ABB Limited (vii) Bharti AXA Life Insurance Company Limited (viii) Bharti AXA General Insurance Company Limited (ix) Tata Chemicals Limited (x) Tata Motors Limited (xi) HDFC Limited (xii) Apollo Health Street Limited (xiii) Britannia Industries Limited (xiv) Neptune Developers Limited (xv) Himalayan Ski Village Pvt. Ltd. (xvi) First American Securities Pvt. Ltd. (xvii) GIBA Holdings Pvt. Ltd. and (xviii) EMSAF – Mauritius.

Mr. Munjee is the Chairman of the Finance and Audit Committee of the Board of Directors of Cummins India Limited. He is also a Member of Committees of Board of Directors of the following companies :

(A) Audit Committee of : (i) ABB Limited (Chairman) (ii) Tata Chemicals Limited (Chairman) (iii) Tata Motors Limited (Chairman) (iv) Apollo Health Street Limited (v) Bharti AXA Life Insurance Company Limited (vi) Unichem Laboratories Limited and (vii) Voltas Limited.

(B) Remuneration Committee of : (i) Ambuja Cements Limited (ii) Apollo Health Street Limited (iii) Bharti AXA Life Insurance Company Limited and (iv) Voltas Limited.

Mr. Munjee is also a Member of the following other Board Committees :

(i) Capital Raising Committee (Chairman), Executive Committee (Chairman) , Nomination Committee (Chairman) and Customer Service Committee of Development Credit Bank Limited (ii) Authorization Committee of ABB Limited and (iii) Board Investment Committee of Bharti AXA Life Insurance Company Limited.

Mr. Nasser Munjee does not hold any shares in the Company and is not related to any other Director of the Company.

Item 4

Re-appointment of Mr. B. H. Reporter

Mr. B. H. Reporter joined the Board of Cummins India Limited on March 15, 1962. Mr. B. H. Reporter holds a Senior Cambridge qualification. He has an extensive experience of General Management in various industries like Insurance, Agricultural Commodities, Chemicals and Engineering.

Mr. B. H. Reporter is on the Boards of the following other companies, viz., (i) Jost's Engineering Company Limited (Chairman) (ii) REBA Electronics Pvt. Ltd. (iii) Bullows India Pvt. Ltd. (iv) Bullows Paint Equipment Pvt. Ltd. (v) Phiroze Sethna Pvt. Ltd. and (vi) Gramos Chemicals India Pvt. Ltd. He is the Chairman of the Shareholders/ Investors Grievance Committee, a Member of the Finance and Audit Committee and a Member of the Share Transfer Committee of the Board of Directors of Cummins India Limited. He is also a Member of the Share Transfer Committee of Jost's Engineering Company Limited.

Mr. Reporter holds 75,000 equity shares of Rs. 2/- each in the Company. He is not related to any other Director of the Company.

Item 5

Re-appointment of Dr. John Wall

Dr. John Wall joined the Board of Cummins India Limited on October 28, 2003. Dr. John Wall holds degrees in ScD Mechanical Engineering, SM Mechanical Engineering and SB Mechanical Engineering from Massachusetts Institute of Technology. He possesses expertise in Mechanical Engineering and Diesel Emission Control Technology.

Dr. John Wall is on the Boards of the following other companies, viz., (i) Cummins Research and Technology India Limited (Chairman) (ii) Cummins Westport Inc. and (iii) Industrial Power Alliance Limited.

Dr. John Wall does not hold any shares in the Company and is not related to any other Director of the Company.

Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 -

Item 7

Appointment of Mr. Patrick Ward as a Director of the Company

The Board of Directors have appointed Mr. Patrick Ward as an Additional Director with effect from December 3, 2009 under Article 110 of the Articles of Association of the Company. Pursuant to Section 260 of Companies Act, 1956, Mr. Patrick Ward holds office till the date of the forthcoming Annual General Meeting. A notice has been received from a member, as required under Section 257 of the Companies Act, 1956, alongwith a required deposit of Rs. 500, proposing Mr. Patrick Ward as a candidate for the office of Director.

Mr. Ward is an Associate Member of Chartered Institute of Management Accountants (UK) and an MBA from Strathclyde Business School, Scotland. He has extensive experience in Finance and Accounting. He is director of (i) Cummins Emission Solutions Inc. (ii) Cummins Filtration Inc. (iii) Cummins Filtration International Corp. (iv) Cummins Power Generation Foreign Holdings Limited and (v) Cummins Child Development Center Inc.

Mr. Patrick Ward does not hold any shares in the Company and is not related to any other Director of the Company. Except Mr. Patrick Ward, no other Director is concerned or interested in this resolution.

Item 8

Appointment of Mr. James Kelly as a Director of the Company

The Board of Directors have appointed Mr. James Kelly as an Additional Director with effect from January 25, 2010 under Article 110 of the Articles of Association of the Company. Pursuant to Section 260 of Companies Act, 1956, Mr. James Kelly holds office till the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a member, as required under Section 257 of the Companies Act, 1956, alongwith a required deposit of Rs. 500, proposing Mr. James Kelly as a candidate for the office of Director.

Mr. Kelly holds degrees in BA (History) from Middlebury College and Masters in Labour and Industrial Relations from Cornell University. His area of expertise include Operations and Finance. He is director of (i) Wabash National Corporation (ii) Dong Feng Cummins Engine Company Limited and (iii) Komatsu Cummins Engine Company Limited.

Mr. James Kelly does not hold any shares in the Company and is not related to any other Director of the Company. Except Mr. James Kelly, no other Director is concerned or interested in this resolution

By Order of the Board

Mumbai
May 29, 2010

Dinesh Castellino
Vice President Legal &
Company Secretary