

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-Eighth Annual General Meeting of Cummins India Limited will be held at Yashada, MDC Auditorium, Raj Bhavan Complex, Baner Road, Pune 411 007, on Wednesday, the 29th day of July, 2009 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, 2009 and the Balance Sheet as at that date.
2. To declare final dividend on equity shares and to ratify the interim and special dividend declared by the Board of Directors.
3. To appoint a Director in place of Mr. Rajeev Bakshi, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. P.S. Dasgupta, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. S.M. Chapman, 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

Pune
May 26, 2009

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 25, 2009 to Wednesday, July 29, 2009 (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 24, 2009.
- d. Members requiring information on the audited Profit and Loss Account for the year ended March 31, 2009 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 6970-78
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 dividend for the financial year 2001-2002, can be claimed from the Company by completing the requisite formalities, prior to October 13, 2009, 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.

ANNEXURE TO THE NOTICE

Information as required to be given as per clause 49 of the Listing Agreement with the Stock Exchanges is given below for item Nos. 3 to 5 of the Notice of the 48th Annual General Meeting of the Company to be held at the venue, date and time mentioned therein.

Re-appointment of Mr. Rajeev Bakshi

Mr. Rajeev Bakshi joined the Board of Cummins India Limited on October 20, 2000. He has completed his B.A. in Economics and MBA from Indian Institute of Management (IIM), Bengaluru. He has significant experience in Marketing.

Mr. Bakshi is on the Boards of the following other companies, viz., (i) Marico Industries Limited (ii) ICICI Venture Funds

Management Company Limited (iii) I-Ven Medi-care India Limited (iv) Indian Express Newspapers (Mumbai) Limited and (v) RFCL Limited. He is also a member of the Finance and Audit Committee of the Board of Directors of (i) Cummins India Limited and (ii) Marico Industries Limited.

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

Re-appointment of Mr. P.S. Dasgupta

Mr. P.S. Dasgupta joined the Board of Cummins India Limited on February 26, 1998. Mr. Dasgupta is a B.A. (Hons.) and also has a post graduate degree in Law (LL.B.). His areas of expertise include mergers and acquisition, reorganization & restructuring, infrastructural project development, financing, joint ventures, licensing and corporate laws.

Mr. Dasgupta is on the Boards of the following other companies, viz., (i) Otis Elevator Company India Limited (ii) Maral Overseas Limited (iii) Timken India Limited (iv) Bausch & Lomb Eyecare (India) Private Limited (v) Hunter Douglas India Private Limited (vi) Interstar Financial & Management Services Private Limited (vii) LPS Bossard Information Systems Private Limited (viii) LPS Bossard Private Limited (ix) Snap-on Tools Private Limited (x) Window Furnishing India Private Limited (xi) Holcim India Private Limited (xii) Hines India Real Estate Private Limited (xiii) Tricone Projects India Private Limited (xiv) Dasgupta Consulting Private Limited (xv) India International Consulting Private Limited and (xvi) New Delhi Corporate Consultancy Services Private Limited. He is a member of the Finance and Audit Committee and Shareholders/ Investors Grievance Committee of the Board of Directors of Cummins India Limited. He is also a member of the following Committees :

- Finance and Audit Committee of (i) Timken India Limited (Chairman) (ii) Otis Elevator Company India Limited and (iii) Maral Overseas Limited.
- Shareholders/Investors Grievance Committee of Otis Elevator Company India Limited.
- Remuneration Committee of Timken India Limited and Maral Overseas Limited.

Mr. P.S. Dasgupta does not hold any shares in the Company and is not related with any other Director of the Company.

Re-appointment of Mr. S.M. Chapman

As a Group Vice President, Mr. S.M. Chapman is responsible for Emerging Markets and Business of Cummins Inc., U.S.A.. He joined the Board of Cummins India Limited on July 8, 1992. Mr. Chapman has done his B.A. (Asian Studies & Political Science) from St. Olaf College and MPPM Management from Yale University. He is an expert in the area of international distribution.

Mr. Chapman is on the Boards of the following other companies, viz., (i) Tata Cummins Limited (ii) Cummins Technologies India Limited (iii) Chongqing Cummins Engine Co. Ltd. (iv) Dongfeng Cummins Engine Co. Ltd. (v) Cummins Westport Inc. (vi) Xi'an Cummins Engine Co. Ltd. (vii) Beijing Foton Cummins Engine Co. Ltd. and (viii) Cooper Tire & Rubber Company. He is a member of the Audit Committee and Nominating & Governance Committee of the Board of Directors of Cooper Tire & Rubber Company.

Mr. S.M. Chapman does not hold any shares in the Company and is not related with any other Director of the Company.

By Order of the Board

Pune
May 26, 2009

Dinesh Castellino
Vice President Legal &
Company Secretary