Ref: STEX/SECT/2026
November 6, 2026

BSE Limited P. J. Towers Dalal Street, Fort Mumbai – 400 001 BSE Scrip Code: **500480**	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex Bandra (East), Mumbai – 400 051 NSE Symbol: **CUMMINSIND**

Sub: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Postal Ballot ('Notice'), seeking approval of Members of the Company, by voting through electronic means ("remote e-voting") only, for the following items of special businesses:

Sr. No.	Particulars of Resolution	Type of Resolution
1.	Appointment of Mr. Adegbile Adedapo Adewunmi (DIN: 11962843) as Director and Managing Director (Key Managerial Personnel) of the Company.	Ordinary
2.	Approval of additional material related party transaction(s) with Cummins Inc., USA	Ordinary

Pursuant to the General Circular no. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ('MCA') read with other relevant circulars issued in this regard (hereinafter collectively referred to as "the Circulars") or any further amendment(s) or modification(s) thereof from time to time, the Notice of Postal Ballot has been sent today i.e. on Friday, November 6, 2026, only through electronic mode on the registered e-mail addresses of the Members of the Company, registered with the Company / Registrar and Share Transfer Agent / Depositories.

The remote e-voting facility to enable the members to cast their vote in electronic mode is provided through the Registrar and Share Transfer Agent (RTA) of the Company i.e., MUFG Intime India Private Limited vide **InstaVote**. All the Individual Members holding shares in demat mode, may cast their vote electronically through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). All the Members other than Individual Members holding shares in demat mode and all Members holding shares in physical mode, may cast their vote electronically through remote e-voting platform provided by RTA through InstaVote at https://instavote.linkintime.co.in.

Cummins India Limited
Registered Office
Cummins India Office Campus
Tower A, 5th Floor, Survey No. 21, Balewadi
Pune 411 045 Maharashtra, India
Phone +91 20 67067000 Fax +91 20 67067015
cumminsindia.com
cil.investors@cummins.com CIN : L29112PN1962PLC012276

The details of remote e-voting period are as under:

Commencement of e-Voting	**Saturday, November 7, 2026, at 09:00 a.m. (IST)**
End of e-Voting	**Sunday, December 6, 2026, at 05:00 p.m. (IST)**

The Cut-off Date for sending the Notice and determining eligibility of members to cast their vote on resolution proposed in Notice of Postal Ballot through remote e-voting is Friday, October 30, 2026.

The Notice of Postal Ballot is available on the website of the Company at www.cumminsindia.com, and is being uploaded on the website of the Stock Exchanges, i.e., on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at https://instavote.linkintime.co.in.

Further, M/s. Mehta & Mehta, Company Secretaries, Pune, have been appointed as the Scrutinizer to conduct the Postal Ballot activity through remote e-voting process in fair and transparent manner. Result of the remote e-voting will be declared within two working days from the end of remote e-voting period by placing it along with Scrutinizer's report on the Company's website and on the website of the Stock Exchanges, i.e. BSE and NSE.

This intimation is also being uploaded on the website of the Company at www.cumminsindia.com.

Kindly take this intimation on your record.

Thanking you.

Yours truly,
For Cummins India Limited

Vinaya Abhijit Joshi
Digitally signed by Vinaya Abhijit Joshi
Date: 2026.11.06 17:08:08 +05'30'

Vinaya A. Joshi
Company Secretary & Compliance Officer
Membership No.: A25096

Encl.: Notice of Postal Ballot

Cummins India Limited
Registered Office
Cummins India Office Campus
Tower A, 5th Floor, Survey No. 21, Balewadi
Pune 411 045 Maharashtra, India
Phone +91 20 67067000 Fax +91 20 67067015
cumminsindia.com
cil.investors@cummins.com
CIN : L29112PN1962PLC012276

Cummins India Limited

CIN: L29112PN1962PLC012276
Registered Office: Cummins India Office Campus, Tower A,
5th Floor, Survey No. 21, Balewadi, Pune 411 045
Telephone: 020 67067000; Fax: 020 67067015
Website: www.cumminsindia.com
E-mail: Cil.Investors@cummins.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 of the Companies Act, 2013, read with
Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of Cummins India Limited,

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act, Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting vide general circulars issued by MCA, including any statutory modification or amendment or re-enactment thereof for the time being in force, the Company seeks approval of the Members, for the following items of business(es) through Postal Ballot which shall mean voting only by way of electronic means through remote e-voting facility in compliance with Section 108 of the Act, from Saturday, November 07, 2026, (9:00 AM IST) to Sunday, December 06, 2026, (5:00 PM IST).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution(s) setting out the material facts and the reasons thereof is appended to this Notice.

SPECIAL BUSINESS(ES):

1. **Appointment of Mr. Adegbile Adedapo Adewunmi (DIN: 11962843) as Director and Managing Director (Key Managerial Personnel) of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Adegbile Adedapo Adewunmi (DIN: 11962843), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 01, 2026, and who holds office up to the date of the next Annual General Meeting of the Company, and in respect of whom the Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and read with the applicable provisions of the Articles of Association of the Company, and subject to the approval of the Central Government, and such other approvals, permissions and sanctions, as may be required and subject to such terms and conditions, as may be prescribed or imposed by the Central Government or any of the authorities, and on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Adegbile Adedapo Adewunmi (DIN: 11962843) as the Managing Director (a Key Managerial Personnel) of the Company, for a period of three (3) years with effect from November 01, 2026 to October 31, 2029, not liable to retire by rotation, as per terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to modify / revise the said terms and conditions and including remuneration of Mr. Adegbile Adedapo Adewunmi as and when required, during the aforesaid tenure of the appointment, without further approval of members of the Company but with such other approvals, sanctions or permissions, as may be required for such revision in the remuneration provided, however the terms of remuneration of Mr. Adegbile Adedapo Adewunmi shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time and/or any guidelines prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to execute all such agreements, documents, instruments as deemed necessary, file requisite forms or applications with statutory / regulatory authorities and shall decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Please click here for the explanatory statement.

2. Approval of additional material related party transaction(s) with Cummins Inc., USA

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

"RESOLVED THAT in addition to the approval given by the Members at the Annual General Meeting held on August 06, 2026, and pursuant to provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, and as recommended by Audit and Compliance Committee and approved by Board of Directors, approval of the Members be and is hereby accorded for the Company to enter into additional material related party transaction(s) with Cummins Inc., USA, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for Financial Year 2026-27 for an enhanced amount upto ₹ 11 crore (Rupees Eleven Crores Only) for the Financial Year 2026-27, over and above the earlier approved amount of ₹ 619.39 Crores (Rupees Six Hundred and Nineteen Crores Thirty-Nine Lakh only) in the category/ nature of:

- availing/rendering of any kind of service(s), reimbursements received/paid, purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations ('Other RPTs').

on such terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and related party, provided that the said transactions shall be at the arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as they may deem fit at their absolute discretion to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Directors or Key Managerial Personnel(s) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Please click here for the explanatory statement.

Registered Office:
Cummins India Office Campus,
Tower A, 5th Floor, Survey no. 21,
Balewadi, Pune 411 045
Website: www.cumminsindia.com
E-mail: Cil.Investors@cummins.com

By Order of the Board,
For **Cummins India Limited,**

Place: Pune
Date: October 08, 2026

Vinaya Joshi
Company Secretary
Membership No.: A25096

NOTES:

A. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, along with statement of additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 stating material facts and reasons for the proposed resolution(s), in respect of Special Business(es) of the Notice, is annexed hereto.

B. General instructions to the Members participating in the Postal Ballot through remote e-voting facility:

1. In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular 03/2025 dated September 22, 2025, issued by MCA read with other relevant circulars issued in this regard (hereinafter collectively referred to as "the Circulars") or any further amendment(s) or modification(s) thereof from time to time, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution(s) electronically. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) vide InstaVote, Registrar and Share Transfer agent of the Company (RTA) to provide e-voting facility.

2. In compliance with the aforesaid Circulars, the Notice of the Postal Ballot is being sent by electronic mode to the members on their registered e-mail ID with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. Members may note that the Notice of Postal Ballot will also be available on the Company's website www.cumminsindia.com, on the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting service provider, MUFG Intime India Private Limited (InstaVote) or (MUFG InTime) at https://instavote.linkintime.co.in/.

4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashwini.i@mehta-mehta.com with a copy marked to Cil.Investors@cummins.com and enotices@in.mpms.mufg.com.

5. The Company has fixed Friday, October 30, 2026, as the 'Cut-off Date' for the purpose of remote e-voting. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on Cut-off Date. A person, whose name is recorded in the register of members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall only be entitled to cast their vote through remote e-voting.

6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting during the Postal Ballot process. Members would be able to cast their votes and convey their assent / dissent to the proposed resolution(s) only through the remote e-voting process. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

7. As the Notice of the Postal Ballot is being sent only by e-mail to the Members, whose e-mail IDs are registered with the Company/ Depositories. Members, whose e-mail ID is not registered with the Company or with their respective Depository Participant(s), and who wish to receive electronic copy of the notice of the postal ballot can send their request to the Company on Cil.Investors@cummins.com.

   Members are requested to register the e-mail ID with their respective DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders.

8. Members shall vote electronically by following the detailed procedure/instructions as mentioned in Point 'C'. The remote e-voting facility will be available during the following period:

Commencement of Remote E-Voting	End of Remote E-Voting
Saturday, November 07, 2026 (9:00 AM IST)	Sunday, December 06, 2026 (5:00 PM IST)

9. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

10. The Company has appointed MUFG Intime India Private Limited, as its Registrar and Share Transfer Agent (RTA). All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to by RTA at the following address:

MUFG Intime India Private Limited
Unit: Cummins India Limited
C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai 400083
Phone No.: (+91) 8108116767; Fax No.: (022) 49186060
Contact person: Mr. Jayprakash VP
E-mail: rnt.helpdesk@in.mpms.mufg.com and investor.helpdesk@in.mpms.mufg.com

11. Members may please note that SEBI vide its Master circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 / ISR – 5. It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. With reference to above point, SEBI has mandated furnishing the following information by holders of securities in physical form:

    a. Valid PAN i.e. PAN linked with Adhaar;

    b. Choice of nomination – registration by submitting Form SH-13 or Declaration to opt-out nomination by submitting Form ISR-3;

    c. KYC Details including:

        i) contact details – i.e. present postal address with PIN code and mobile number in all cases and e-mail ID for availing online services;

        ii) bank account details – i.e. bank and branch name, bank account number, IFSC code;

        iii) specimen signature – by submitting duly attested Form ISR- 2.

    The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made only through electronic mode to the security holders holding securities in physical or demat form, only upon furnishing of the Valid PAN and updating the KYC details, as mentioned above, against their respective folios. Kindly note that, pursuant to the SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the condition of furnishing or updating of 'Choice of Nomination' against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished. However, the shareholders are encouraged, in their own interest, to provide or update the 'Choice of Nomination' against the folio for ensuring smooth transmission of securities. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs

mentioned in the respective forms as the earliest. The format of all above service request ISR forms, is available on the website of the Company's RTA, i.e., MUFG Intime India Private Limited, at https://web.in.mpms.mufg.com/KYC-downloads.html.

13. Opening of special window for transfer and dematerialization of physical securities:

    Pursuant to SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026dated January 30, 2026, to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, a special window for transfer and dematerialization ("demat") of physical securities which were sold/purchased prior to April 01, 2019, has been opened for a period of one year from February 05, 2026, till February 04, 2027.

    The special window shall be available for transfer requests which were submitted earlier and were rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

    Eligible shareholders are hereby requested to contact our RTA at the contact details provided at Note no. 10.

14. Relevant documents as referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from date of the circulation of this Notice up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail request on Cil.Investors@cummins.com.

15. Members may send their queries related to item(s) included in the Notice of Postal Ballot on the e-mail Cil.Investors@cummins.com from their registered e-mail ID, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number.

16. M/s. Mehta & Mehta, Company Secretaries, Pune, have been appointed as the Scrutinizer to scrutinize the e-voting process i.e., vote casted through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit report to the Chairperson or the Company Secretary as authorized by the Board after completion of the scrutiny of the votes cast by the remote e-voting facility. The results of the Postal Ballot remote e-voting will be declared within two working days from the end of remote e-voting period by placing it, along with the scrutinizer's report, on the Company's website www.cumminsindia.com, on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively.

17. The Resolutions as set out in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, December 06, 2026.

18. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

C. Remote E-Voting Instructions:

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and e-mail ID correctly in their demat accounts to access remote e-voting facility.

Login method for Individual shareholders holding securities in demat mode:

- **Individual Shareholders holding securities in demat mode with NSDL**

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.

b) Enter your 8 - character DP ID, 8 – digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered e-mail ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-voting services under Value added services section. Click on "Access to e-voting" under e-voting services.

d) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'.

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d) of Shareholders registered for IDeAS facility.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com.

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Individual Shareholders holding securities in demat mode with NSDL**

METHOD 1 – CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile Number and E-mail ID as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered e-mail ID. Follow steps given above in points (a-c) of Shareholders registered for Easi/ Easiest facility.

- **Individual Shareholders holding securities in demat mode using Depository Participant**

Individual shareholders can also login using the login credentials of demat account through depository participant (DP) registered with NSDL / CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off Date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit"

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678)
CDSL	User ID is 16 Digit Beneficiary ID
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company – In DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Note:

- Shareholders holding shares in NSDL form, shall provide 'D' above
- Shareholders holding shares in CDSL form, shall provide 'C' or 'D' above
- Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

b) Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

c) Enter Image Verification (CAPTCHA) Code.

d) Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b) of Shareholders registered for INSTAVOTE facility.

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

- **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in.

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund".

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person e-mail ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory / Director / Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, login credentials (User ID; Organisation ID; Password) are sent to Primary contact person's e-mail ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section.

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3: Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

NOTE: Non-Individual Body Corporate and Institutional Shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the Scrutinizer at to ashwini.i@mehta-mehta.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at Cil.Investors@cummins.com.

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- **Forgot Password:**

a) Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg.12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

b) In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab.
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid e-mail ID, Password will be sent to his / her registered e-mail ID. Shareholders can set the password of his / her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB / DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

c) Individual Shareholders holding securities in demat mode with NSDL / CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository / depository participants website.

- **General Instructions – Shareholders**
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution for a particular "Event".

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') regarding the item(s) included in this Postal Ballot Notice:

Item No. 1:

Appointment of Mr. Adegbile Adedapo Adewunmi (DIN: 11962843) as Director and Managing Director (Key Managerial Personnel) of the Company.

The Board of Directors of the Company, at its meeting held on October 08, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Adegbile Adedapo Adewunmi (DIN: 11962843) (hereinafter referred as 'Mr. Gbile Adewunmi') as an Additional Director of the Company with effect from November 01, 2026, to hold office up to the date of the ensuing Annual General Meeting, and as the Managing Director (a Key Managerial Personnel) of the Company for a period of three (3) years with effect from November 01, 2026 to October 31, 2029, not liable to retire by rotation as per the Articles of Association of the Company, subject to the approval of the shareholders of the Company and the approval of the Central Government, as may be required, pursuant to the provisions of Section 196 of the Act read with Schedule V thereto.

Mr. Gbile Adewunmi is an accomplished business leader with extensive experience across the power solutions and industrial markets sectors. In his role as Managing Director, he will lead the Company's operations in India and also be leading Power Systems Business Unit of the Company. In these roles, he will provide strategic leadership and direction to the Company's operations in India.

Brief profile of Mr. Gbile Adewunmi is given at **Annexure A** to this Notice.

Additional information in respect of Mr. Gbile Adewunmi pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure B** to this Notice.

The proposed terms and conditions of appointment of Mr. Gbile Adewunmi as a Managing Director and remuneration payable to him by the Company are as given below:

- **Salary:**

1. **Base Salary:** INR equivalent of US$ 3,32,000/- per annum;
2. **Annual increment:** Mr. Gbile Adewunmi shall be entitled to annual increment which will be effective April 01, each year or such other date as per Company's policy, which shall be approved by the Board based on the recommendations of the Nomination and Remuneration Committee (NRC) for the remuneration components mentioned herein and such other components as per Company's policies, from time to time.
3. **Annual Variable Pay** (AVP) as 55% of Base salary at a payout factor of 1. As per the payout clause in the AVP policy, the actual payout can vary between 0 to 2 basis actual performance of Cummins Inc. The variable pay is decided on the ROANA (Return on Average Net Assets) performance of Cummins Inc. for the previous year. Until financial results of Cummins Inc. are finalized, audited and published, the payout factor is not confirmed for payment.

- **Performance Linked Incentives/ Grants:**

  Cummins Long Term Retention Grant (LTG) as per policy of Cummins Inc. cost not exceeding INR equivalent of US$ 4,00,000 per grant cycle, comprising of performance cash and performance shares.

- **Benefits, perquisites, and allowances:**

  The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 2025 or any other rules thereunder or any statutory modifications and/or reenactments thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

  In addition to salary, Mr. Gbile Adewunmi will be entitled to the following:

  1. Life Insurance and Directors & Officers Liability Insurance (D&O) Policy for self, as per Rules of the Company.

2. Statutory Deductions: Contribution to Provident Fund, provisioning for Gratuity as may be applicable, as per the Rules of the Company.
3. Leave encashment: Mr. Gbile Adewunmi shall be entitled to leaves in accordance with the Rules of the Company. Privilege Leave earned but not availed would be cashable in accordance with the Rules of the Company at the end of tenure.
4. Voluntary retirement benefits like NPS and Superannuation as per scheme rules applicable for all employees.
5. Hardship allowance as per policy.
6. House accommodation for self and family at actuals.
7. School / Education fees for 2 children at actuals.
8. Company provided vehicle and driver at actuals.
9. Other benefits applicable to Expat assignment as per the Cummins policies, if any.

- **Increments and other benefits:**

  Subject to statutory ceilings, the Managing Director may be given any other allowances, performance pay, perquisites, benefits, incentives and facilities in line with those extended to other employees within Cummins Group and/or as per Cummins policies as may be approved by the NRC/ the Board of Directors from time to time.

- **Consolidated Remuneration:**

  The consolidated maximum remuneration (including all components of remuneration & benefits) payable to Mr. Gbile Adewunmi shall not exceed amount of ₹ 25 crore per annum till tenure of his appointment i.e. from November 01, 2026, to October 31, 2029.

- **Other Terms of appointment:**

  The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Cummins Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation and maintenance of confidentiality. All Personnel Policies of the Company and the related rules of employment which are applicable to other employees of the Company shall also be applicable to the Managing Director unless specifically provided otherwise.

- **Minimum Remuneration:**

  The above remuneration shall be subject to limits laid down under Sections 196 and 197 and all other applicable provisions of the Act, including any statutory modifications and/or re-enactment thereof.

  In the absence of inadequacy of profits, in any year, the remuneration payable to Mr. Gbile Adewunmi by way of salary, allowances and perquisites shall not exceed the limits prescribed under Schedule V of the Act, and rules made thereunder or any statutory modifications and/or re-enactment thereof.

  The overall remuneration payable each year to Mr. Gbile Adewunmi by way of salary, benefits, perquisites and allowances, incentives/bonus/performance linked incentives, remuneration based on net profits etc., as the case may be shall not exceed in aggregate the percentage as prescribed under the Act, of the net profits, as computed in the manner laid under Section 198 of the Act, including any statutory modifications and/or re-enactments thereof.

  Note: The aforesaid remuneration, to the extent payable in US Dollars, shall be calculated at the applicable exchange rate prevailing on the date of payment.

The Company has received requisite consents, declarations, disclosures etc. from Mr. Gbile Adewunmi in relation to his appointment as Director and Managing Director of the Company. Basis the declaration(s) received from Mr. Gbile Adewunmi, he is not disqualified from being appointed as Director of the Company pursuant to Section 164 of the Act and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The appointment of Mr. Gbile Adewunmi as Managing Director will enable the Company to draw on the leadership of a seasoned Cummins executive with deep knowledge of the Group's businesses, operating model and strategic priorities. His appointment is expected to strengthen executive leadership, enhance customer focus, drive profitable growth and support operational excellence. His global experience will also help shape and execute the Company's long-term strategy, contributing to sustainable value creation for the Company and its stakeholders.

Considering Mr. Gbile Adewunmi's expertise and experience, and in terms of Regulation 17(1C) of the SEBI Listing Regulations, the Board is of the view that his leadership experience and industry knowledge, will be of significant value to the Company and its stakeholders and therefore, the Board believes that his appointment as the Managing Director would be in the best interest of the Company and recommends the same for approval of Members by means of an ordinary resolution.

Since Mr. Gbile Adewunmi is not a resident of India, his proposed appointment as an expat Managing Director of the Company is subject to the approval of the Members and the Central Government in terms of Part I of Schedule V to the Act. Therefore, this appointment is being made subject to the approval of Central Government and upon receipt of approval from Members, the Company will initiate the necessary process and make the requisite application to the Central Government for obtaining such approval.

All relevant documents pertaining to appointment of Mr. Gbile Adewunmi shall be available for inspection electronically by the Members during the period stated in the notes referred above.

Except Mr. Gbile Adewunmi, and his relatives, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval of the Members.

Item No. 2:

Approval of additional material related party transaction(s) with Cummins Inc., USA

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder read with Regulation 23 of the SEBI Listing Regulations, as amended, all Related Party Transactions ('RPTs') shall require prior approval of the Audit Committee and all material Related Party Transactions and subsequent material modifications shall require prior approval of the Members of the Company.

Pursuant to Regulation 23 of the SEBI Listing Regulations read with Company's Policy on Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means: *"a transaction with a related party where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ('Materiality Threshold')."*

The Company had previously obtained the approval of its members for entering into material related party transactions with Cummins Inc., USA ('CMI') for the Financial Year 2026-27, at the Annual General Meeting held on August 06, 2026. The details of the said pre-approval *inter-alia* together with enhancement proposed thereof is as follows:

Table I:

Particulars	Amount (₹ in Crore)		
	Amount approved at the Annual General Meeting held on August 06, 2026	Additional approval proposed	Revised pre-approval
Other RPTs (as specified in Ordinary Resolution set out as Item No. 2 of the Notice.)	619.39	11.00	630.39

Note: No enhancement is being sought in the earlier approval obtained at the Annual General Meeting held on August 06, 2026, for the transactions in the category of purchase of goods (amounting to ₹ 779.09 crore) and sale of goods (amounting to ₹ 150.46 crore) for transactions with CMI. Consequently, the overall approval for the material related party transactions for CMI for FY 2026-27 stands revised from ₹ 1,548.95 crore to ₹ 1,559.95 crore, including the proposed increase only in the category of "Other RPTs" as mentioned above.

During the financial year 2026-27, the Company proposes to increase amount of these related party transaction(s) with CMI as mentioned in Item no. 2, details of the which are given in this explanatory statement, as per agreed terms and conditions, and the aggregate amount of such transaction(s), is estimated to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Therefore, the Company is proposing to seek approval of the Members for an enhanced amount for the RPTs with CMI, details of which forms part of this explanatory statement.

The Management of the Company has provided the Audit and Compliance Committee of the Company with the relevant details (as required under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" vide SEBI Circular dated June 26, 2025) about the proposed additional RPTs including rationale, material terms, justification as to why the proposed additional RPT(s) are in the interest of the Company and the basis of pricing. The Audit and Compliance Committee reviewed and took note of the certificate placed before it, confirming that the proposed additional RPT(s) are in the best interests of the Company and its shareholders and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Further, the Audit and Compliance Committee confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the said RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

The mandatory disclosure which is required to be made to the Shareholders in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025, is annexed to this Notice as **Annexure C** which forms an integral part of the notice. Accordingly, this notice should be read together with the accompanying Resolutions, Explanatory Statement, and Annexure C. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI master circular dated January 30, 2026, is provided below:

Sr. No.	Particulars	Details of Related Party Transactions
1.	Name of Related Party	Cummins Inc., USA ('CMI')
2.	Nature of relationship	Holding company of the Company
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in Item no. 2 of the Notice.
4.	Type, material terms, tenure and particulars of the proposed transaction	The additional transaction (part of other related party transaction with CMI) is proposed to be undertaken during FY 2026-27, which includes payments for reimbursing remuneration, employment costs and expatriate assignment costs towards the remuneration payable to the Managing Director and such other transactions with CMI in this regard.
5.	Value of the proposed transaction	₹ 11 crore Refer Table I for additional details.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.09%
7.	Details about valuation/ arm's length and ordinary course of business	All contracts with related parties, defined as per Section 2(76) of the Act, are reviewed for arm's length testing internally by the management. The Company shall reimburse CMI for the remuneration, employment costs and expatriate assignment expenses relating to the Managing Director on an actual-cost basis, without any mark-up, to the extent attributable to the services rendered by the Managing Director for the Company's business and operations.

Sr. No.	Particulars	Details of Related Party Transactions
8.	Rationale, benefit/ justification as to why the transaction with respective related parties are in the interest of the Company	Cummins India Limited is a subsidiary of Cummins Inc., USA ('CMI') and forms part of the Cummins Group which includes multiple entities operating in India and across the globe. The proposed transaction involves reimbursement by the Company to CMI of remuneration, employment costs and expenses relating to the expatriate assignment of the Company's Managing Director, incurred by CMI on behalf of the Company. The appointment of Mr. Gbile Adewunmi as Managing Director will enable the Company to draw on the leadership of a seasoned Cummins executive with deep knowledge of the Group's businesses, operating model and strategic priorities. His appointment is expected to strengthen executive leadership, enhance customer focus, drive profitable growth and support operational excellence. His global experience will also help shape and execute the Company's long-term strategy, contributing to sustainable value creation for the Company and its stakeholders. Further, these RPTs are at arm's length and in the ordinary course of business as mentioned in this Notice. The management has evaluated the business need and expected benefits of the arrangement and is of the view that it is in the best interests of the Company and its shareholders.
9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable for proposed transaction(s)
10.	Any advance paid or received for the contract or arrangement, if any	Nil
11.	Any other information that may be relevant	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act. The proposal regarding remuneration payable to the Managing Director of the Company was assessed and recommended by the Nomination and Remuneration Committee of the Company on September 28, 2026, and subsequently approved by the Board of Directors on October 08, 2026. The mandatory disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 is annexed to this Notice as **Annexure C** which forms an integral part of the notice. Accordingly, this notice should be read together with the accompanying Resolutions, Explanatory Statement, and Annexure C.

The Audit and Compliance Committee and the Board of Directors of the Company have approved the said additional material related party transaction(s), at their respective meetings held on October 08, 2026, and propose the same for approval of the Members of the Company.

The Audit and Compliance Committee and the Board of Directors are of the opinion that these additional material related party transaction(s) shall not be detrimental to the interest of minority members and are in the best interest of the Company and its members.

The actual related party transaction(s) carried out with CMI will be reported and reviewed on a quarterly basis by the Audit and Compliance Committee and the Board of Directors of the Company.

The Members' approval to the above additional material related party transaction(s) is sought in terms of Regulation 23(4) of SEBI Listing Regulations, by means of an ordinary resolution.

Further, none of the Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 2 of the Notice.

The Board on recommendation of the Audit and Compliance Committee, recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval of the Members.

Registered Office:
Cummins India Office Campus,
Tower A, 5th Floor, Survey no. 21,
Balewadi, Pune 411 045
Website: www.cumminsindia.com
E-mail: Cil.Investors@cummins.com

By Order of the Board,
For **Cummins India Limited,**

Place: Pune
Date: October 08, 2026

Vinaya Joshi
Company Secretary
Membership No.: A25096

ANNEXURE A



BRIEF PROFILE

Gbile is results-oriented global executive with over two decades of experience spanning strategy, marketing, operations, and finance in the industrial and technology sectors. He is recognized for driving profitable growth, leading successful turnarounds, building strong stakeholder relationships, and developing high performing, inclusive teams across diverse markets and cultures.

Current Role

- Gbile is a Vice President at Cummins. He was named Corporate Officer in 2024. As a member of the company's senior leadership structure, he reports to the executive leadership team and leads the $2.5 billion Power Systems Industrial Markets business, overseeing more than 600 employees across multiple continents.
- In this role, Gbile directs a global portfolio of mission-critical OEM and aftermarket power solutions serving the Mining, Marine, Rail, Defense, and Oil & Gas industries. Under his leadership, the Industrial Markets business has evolved into a more customer-centric, growth-oriented, and globally connected organization, delivering $300 million in profitable growth over three years

Leadership Journey

- Gbile has held several global leadership positions at Cummins. As Executive Director of Strategy for the Power Systems business, he helped shape strategic priorities for the then $4.5 billion business unit. As Director of Global Parts Product Management, he led the transformation of pricing strategies across the company's $2 billion aftermarket portfolio, enhancing profitability and value creation. As Managing Director of the North and West Africa Distribution business, he revitalized the $40 million operation through disciplined execution, channel optimization, and operational excellence.
- A passionate advocate for talent development and inclusive leadership, Gbile actively champions enterprise-wide leadership initiatives and serves as Executive Sponsor of the Cummins Next Generation Employee Resource Group, helping develop future leaders and strengthen employee engagement across the organization.
- Looking ahead, Gbile is focused on leading broader enterprise-wide initiatives that drive long-term value creation. He is also seeking opportunities to expand his governance experience through service on for-profit corporate boards
- Early Career: Gbile began his career as an engineer at Delphi Electronics, advancing connected vehicle technologies. He later transitioned to investment banking at Credit Suisse, executing M&A and IPOs in the technology and telecom sectors.
- Education: Gbile received his MBA from Columbia Business School. He also holds bachelor's and master's degrees in Electrical Engineering from Purdue University.
- Outside of Work: Gbile serves on the Board of Directors for Brightlane Leaming, a nonprofit organization dedicated to supporting the educational needs of families experiencing housing instability in Indianapolis.

ANNEXURE B

Details pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, Secretarial Standard on General Meetings are as given below:

Name of the Director	Mr. Adegbile Adedapo Adewunmi
DIN	11962843
Age	47
Date of appointment on the Board	November 01, 2026
Qualification	MBA from Columbia Business School. He also holds bachelor's and master's degrees in electrical engineering from Purdue University.
Names of other Companies in which he holds Directorships (excluding foreign companies)	NIL
Listed entities from which he/she has resigned in the past three years (excluding foreign companies)	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager (excluding foreign companies)	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	With effect from November 01, 2026, he is Member of: • Corporate Social Responsibility and Sustainability Committee • Stakeholder Relationship Committee • Risk Management Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Nature of expertise in specific functional areas	General Management and Leadership, Strategy, Global business/ emerging Market Experience, Industry knowledge and Experience, Mergers & Acquisitions, Sales & Marketing.
Relationship with other Directors/Manager/ Key Managerial Personnel	None
Shareholding in the Company including as Beneficial owner	NIL
Remuneration last drawn	NIL
No. of Board Meetings attended during the year	The appointment is effective November 01, 2026, hence, this disclosure is not applicable.

ANNEXURE C

Disclosure in accordance with SEBI Circular dated June 26, 2025, on the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)" ("RPT Industry Standards" or "Standards")

PART A

Minimum information of the proposed RPT, applicable to all RPTs

1. Details of the additional proposed transaction(s) with Cummins Inc., USA (CMI) being a related party of the Company

A(1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Cummins Inc., USA (CMI)
2	Country of incorporation of the related party	United States of America (USA)
3	Nature of business of the related party	Cummins Inc. is a corporation of complementary business segments that design, manufacture, distribute and service a broad portfolio of power solutions. The Company's products range from diesel, natural gas, electric and hybrid powertrains and powertrain-related components including filtration, aftertreatment, turbochargers, fuel systems, controls systems, air handling systems, automated transmissions, electric power generation systems, batteries, electrified power systems, hydrogen generation and fuel cell products.

A(2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Cummins Inc., USA (CMI) is the holding Company of Cummins India Limited ('CIL', 'the Listed Entity' or 'the Company').
	• Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	• Shareholding of the related party, whether direct or indirect, in the listed entity	51.00%

A(3). Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY2025-26
(₹ in Crore)</th></tr>
<tr><td>1</td><td>Purchase of Goods</td><td>246.30</td></tr>
<tr><td>2</td><td>Sale of Goods</td><td>79.32</td></tr>
<tr><td>3</td><td>Other transactions</td><td>381.19</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY2026-27
(up to June 30, 2026)
(₹ in Crore)</th></tr>
<tr><td>1</td><td>Purchase of Goods</td><td>74.43</td></tr>
<tr><td>2</td><td>Sale of Goods</td><td>21.02</td></tr>
<tr><td>3</td><td>Other transactions</td><td>100.57</td></tr>
</table>
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>FY2026-27
(up to September 30, 2026)
(₹ in Crore)</th></tr>
<tr><td>1</td><td>Purchase of Goods</td><td>150.90</td></tr>
<tr><td>2</td><td>Sale of Goods</td><td>48.98</td></tr>
<tr><td>3</td><td>Other transactions</td><td>220.65</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>None</td></tr>
</table>

A(4). Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Existing pre-approval obtained in Annual General Meeting held on August 6, 2026: ₹ 619.39 crore Additional approval proposed: ₹ 11.00 crore Total approval: ₹ 630.39 crore Refer Table No. I for additional details.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.09%

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>0.004%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th rowspan="2">Particulars</th><th>FY 2025</th><th>FY2025</th></tr>
<tr><th>(USD million)</th><th>(₹ in Crore)</th></tr>
<tr><td>Turnover</td><td>33,670</td><td>3,00,572</td></tr>
<tr><td>Profit after tax</td><td>2,843</td><td>25,379</td></tr>
<tr><td>Net worth</td><td>13,408</td><td>1,19,693</td></tr>
</table>
These particulars are provided based on the certified information obtained from Cummins Inc. for calendar year 2025 in United States Dollar ($ or USD) terms. Conversion to INR has been done using conversion rate as of December 31, 2025.
</td></tr>
</table>

Note: Details pertaining to the category for which additional approval is requested

A(5). Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Other RPT(s)
2	Details of each type of the proposed transaction	Other RPTs - Reimbursement paid -Remuneration for Managing Director
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 months (November 01, 2026 to March 31, 2027).
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹ 11.00 crore

Sr. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Cummins India Limited is a subsidiary of Cummins Inc., USA and forms part of the Cummins Group which includes multiple entities operating in India and across the globe. The proposed transactions involves payments by CIL to CMI to reimburse remuneration, employment costs and expatriate assignment costs for the listed entity's Managing Director (MD). The appointment of Mr. Gbile Adewunmi as Managing Director will enable the Company to draw on the leadership of a seasoned Cummins executive with deep knowledge of the Group's businesses, operating model and strategic priorities. His appointment is expected to strengthen executive leadership, enhance customer focus, drive profitable growth and support operational excellence. His global experience will also help shape and execute the Company's long-term strategy, contributing to sustainable value creation for the Company and its stakeholders. The transaction(s) are in the ordinary course of business. Management considers the arrangement to be in the listed entity's interests, having regard to the business need, expected benefits and supporting assessment.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None
9	Other information relevant for decision making	The proposal regarding remuneration payable to the Managing Director of the Company was assessed and recommended by the Nomination and Remuneration Committee of the Company on September 28, 2026.

Note: Details pertaining to the category for which additional approval is requested

PART B

Details of specific transactions in addition to Part A

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price	Payments will be calculated on an actual-cost basis, without any mark-up, attributable to the MD's services rendered to the listed entity. Also, the proposal regarding remuneration payable to the Managing Director of the Company was assessed and recommended by the Nomination and Remuneration Committee of the Company on September 28, 2026.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable.

Point no. B(2) to B(7) of table forming part of Clause 4 of the Standards is not applicable.
Part C forming part of Clause 4 of the Standards is not applicable.

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