Cummins India Limited

MINUTES of the Fifty Third Annual General Meeting of Cummins India Limited held at Yashada, MDC Auditorium, Baner Road, Pune 411 007 on Friday, the 1st day of August, 2014, at 12.00 noon.

The following Directors were present: -

1. Mr. Anant J. Talaulicar
2. Mr. Antonio Leitao
3. Mr. Edward Pence
4. Mr. Nasser Munjee
5. Mr. Prakash Telang
6. Mr. P. S. Dasgupta
7. Mr. Rajasekhar Menon
8. Mr. Pradeep Bhargava, Alternate Director to Mr. Mark Smith

130 members and 9 proxies were present at the Meeting.

Proxy forms received from the members holding 90,56,802 shares were duly recorded in the Register of Proxies.

The Chairman ascertained the quorum and commenced the proceedings of the Meeting. The Chairman informed the shareholders that Mr. Rajeev Bakshi, Mr. Venu Srinivasan and Mr. Mark Smith, Directors, had expressed their inability to attend the Meeting due to other commitments. The Chairman, further, informed the shareholders that Mr. Nasser Munjee, Chairman of the Finance and Audit Committee, Mr. Prakash Telang, Chairman of the Nomination and Remuneration Committee, Mr. Iain Barrowman, Alternate Director to Mr. Edward Pence and Mr. Pravin Rajani, representative of M/s Price Waterhouse, Auditors of the Company were also present at the Meeting.

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The Chairman, then, introduced members of the Board to the shareholders.

The Chairman, further, informed the shareholders that Mr. James Kelly (DIN 02914608) and Mr. Patrick Ward (DIN 02871925) had stepped down as Directors of the Company effective August 2, 2013 and May 22, 2014 respectively, due to their commitments and consequently, Mr. Pradeep Bhargava (DIN 00525234) ceased to be an Alternate Director to Mr. Patrick Ward. He further informed that the Board of Directors had appointed Mr. Rajasekhar Menon (DIN 03074942) and Mr. Mark Smith (DIN 06852777), as Additional Directors effective August 3, 2013 and May 23, 2014 respectively and Mr. Pradeep Bhargava was appointed as an Alternate Director to Mr. Mark Smith w.e.f. May 23, 2014.

The Chairman announced that the instruments of Proxy, Auditor's Report and the Statutory Registers were made available for inspection at the same venue of the Meeting. He also referred to Section 105 of the Companies Act, 2013 and mentioned that the Proxy Holders were not entitled to speak at the Meeting, but were entitled to vote by poll.

The Chairman, then, made a presentation on the Company, its philosophy, journey in the last 52 years and performance which, inter alia, included:

- The Cummins Business Model, Guiding Principles, Cummins Operating System- the ten practices, Functional Excellence, details of Cummins Inc. revenues across the world, Cummins in India overview, Cummins Leadership, Cummins Business Objectives, Cummins India

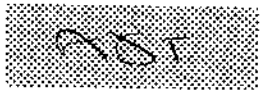
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Goal Tree, Highlights of the financial performance of Cummins India Limited for the Financial Year 2013-14 and for the quarter ended June 30, 2014, Cummins' initiatives in bettering the lives of Shareholders, Customers, Suppliers, Dealers, OEMs and the Community, initiatives towards making the environment cleaner, healthier and safer, as well as the outlook for the future.

The Chairman informed the shareholders that there were no qualifications, observations or comments on financial transactions or matters in the Auditor's Report having any adverse effect on the functioning of the Company and therefore, pursuant to Section 145 of the Companies Act, 2013, the Auditor's Report was not required to be read at the Meeting.

The Chairman, then, invited comments and questions from the shareholders on the Annual Accounts.

Mr. Yashwant Damodar Mehendale appreciated the presentation made by the Chairman and suggested early deposit of dividend amount and also to consider issue of bonus shares. He further suggested revising the pension scheme of the ex-employees of the Company, in view of increasing cost of living. Referring inauguration of Cummins India Office Campus ('IOC') building, he also requested arranging shareholders' visit to the facility. In response to the suggestions by Mr. Mehendale, the Chairman assured him that feasibility of his suggestions, with respect to early deposit and revising pension scheme, would be checked and necessary steps would be taken. The Chairman also mentioned that construction of the IOC building was not completed and once completed, the shareholders' visit to the premises would be



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considered.

Mr. Sanjeev Kulkarni thanked the Board of Directors for maintaining consistency in payment of dividend, despite of decline in the sales. Mr. Kulkarni supported the idea of issuing bonus shares expressed by Mr. Mehendale. Referring the Foreign Exchange ('Forex') Earnings, Mr. Kulkarni sought clarification on the components of 'Others' wherein Forex outgo was recorded as Rs. 321 Crores. Mr. Kulkarni also enquired about appointment of a Woman Director on the Board of the Company. In response to the queries asked by Mr. Kulkarni, the Chairman clarified that the Forex outgo was mainly towards payment of dividend and royalty. He further mentioned that the Board of Directors, at their Meeting held on August 1, 2014 had approved appointment of Ms. Suzanne Wells, subject to allotment of Director Identification Number in her name by the Ministry of Corporate Affairs, Delhi. He further informed that the Nomination and Remuneration Committee had considered her extensive work experience in the fields of manufacturing, quality, marketing and purchasing before recommending her appointment to the Board of Directors. In response to the query about issuance of bonus shares, the Chairman informed that the suggestion will be reviewed appropriately by the Board of Directors.

Mr. Shashikant Marathe thanked the Chairman and the Board for maintaining transparency with respect to disclosures made to the shareholders along with the fact that the Company is a debt-free Company. He also appreciated the details provided in Business Responsibility Report of the Company and the 'Every Employee Every Community' initiative implemented by the Company, while carrying out Corporate Social Responsibility activities.

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Mr. Marathe also suggested reducing the rate of dividend in order to maintain funds with the Company and recommended declaring the dividend on quarterly basis, in order to maintain periodic revenue to the shareholders. In response to suggestions from Mr. Marathe, the Chairman mentioned that despite of challenges faced by the Company due to difficult market conditions, the Company had outperformed its competitors and set a benchmark. With respect to higher percentage of dividend, the Chairman informed that dividend strategy was monitored closely from time to time and payment of dividend on quarterly basis, if found feasible, would be considered.

Mr. Marathe, further, enquired about total investment made at Megasite Phaltan and its pay-back monitoring, whether the Company claims interest on delayed payment from its customers and whether 'Just-in-time' strategy could be adopted considering higher inventory level while the sales were low. In response to these queries and suggestions, the Chairman mentioned that the Company had proposed to invest approx. Rs. 600 Crores on overall basis at the Megasite and its payback would take time as most of the Plants were at infancy stage, even though the Company had witnessed significant cost benefits at the Megasite. With respect to claiming interest on delayed payment from the customers, the Chairman apprised the shareholders that in the competitive market, the customers always had option to approach another manufacturer who provides more credit period and therefore, claiming interest was not feasible. While the Chairman appreciated recommendation of 'Just-in-time' strategy, he also referred the efforts taken on monitoring and reducing the warranty expenses which caused financial burden to the Company.

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In response to the question by Mr. H N Baldota about receipt of any order from the Indian Navy or tenders from the Coast Guard, the Chairman consulted Mr. Sandeep Sinha, Vice President – Industrial Engine Business Unit of the Company and mentioned that the initial order was of approx. Rs. 20 Crores.

Mr. A. K. Lokapur complimented the Management of the Company for the good work displayed even during tough business environment. While answering his question about any further land acquisition at the Megasite, the Chairman mentioned that an area of approx. 150 acres in Domestic Tariff Area and approx. 75 acres in Special Economic Zone was already acquired and there were no immediate further plans due to slow-down of the economy. Further to the reference by Mr. Lokapur about manufacturing of 'Hedgehog' machine at the Company, which was manufactured by Cummins Inc., the Chairman apprised him about application of the machine and suggested that, instead of manufacturing the machine, importing the same from Cummins Inc. would be cost effective. He also mentioned Mr. Edward Pence and Mr. Iain Barrowman, Directors of the Company had worked on the Project at Cummins Inc. In response to the query regarding if there was any opportunity for the Company to receive royalty payment for the usage of the upcoming Technical Center at its Kothrud plant, the Chairman mentioned that the incremental royalty would not be very significant, as there were certain transfer pricing implications. While answering to the query on whether the monsoons affected business of the Company, the Chairman mentioned that some segments like water well rig segment and power generation business did get affected.

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The Chairman then resumed proceedings of the 53rd Annual General Meeting. He announced that in compliance with Section 108 of the Companies Act, 2013, the Company had provided e-voting facility to the shareholders to cast their votes electronically in respect of all businesses mentioned in the notice and the e-voting facility was kept open for a period of three days from Saturday, July 26, 2014 (9.00 a.m.) till Monday, July 28, 2014 (6.00 p.m.). He further mentioned that at their meeting held on June 27, 2014, the Board of Directors had appointed Mr. S V Deulkar, practicing Company Secretary as a Scrutinizer for scrutinizing the e-voting process who had submitted his report on e-voting.

The Chairman mentioned that in compliance with Section 107 read with Section 108 of the Companies Act, 2013, the Company had provided facility to vote by poll at the Meeting, in order to enable the members present at the Meeting in person or by proxy to cast their vote in respect of the resolutions contained in the Notice.

Then, upon request from the Chairman, Mr. Deulkar showed the empty ballot box to the shareholders and locked and sealed the empty ballot boxes in the presence of the members and proxies.

Then, the Chairman ordered to put all the resolutions in the notice convening 53rd Annual General Meeting to poll and requested the members and proxies to cast their votes using the poll papers provided to them and deposit the duly filled in poll papers in the ballot box.

The Chairman announced that results of the e-voting and poll would be declared on receipt of the Scrutinizer's Report and placed on

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Company's website and the same would be sent to stock exchanges within Forty Eight hours from the conclusion of the Meeting.

The Chairman then thanked the members for attending the Meeting and for their interest in the Company and concluded the Meeting.

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Result of Evoting held from July 26, 2014 to July 28, 2014 (both days inclusive) and Poll conducted for the ordinary and special business transacted at the 53rd Annual General Meeting held at Yashada, MDC Auditorium, Baner Road, Pune 411 007 on Friday, the 1st day of August, 2014, at 12.00 noon.

Mr. Sameer Chugh, Vice President – Legal and Secretarial, duly authorised by Mr. Anant J. Talaulicar, Chairman of the Meeting, on receipt of the Scrutiniser's Report provided by CS S V Deulkar dated August 2, 2014 and Evoting Report generated by the Central Depository Services Limited ('CDSL') dated August 2, 2014, summarised the votes cast 'in favour' or 'against' the Resolutions mentioned the Notice as listed below:-

1. **Adoption of the audited Statement of Profit and Loss and Balance Sheet as well as Directors' and Auditors Report for the year ended March 31, 2014.**

   Nature of Resolution: Ordinary Resolution

   "RESOLVED that the Directors' Report to the shareholders and the audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date as well as the Reports of the Directors and the Auditors thereon, submitted to the meeting be and are hereby received, approved and adopted".

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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)] *100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67149700	61.59	67139700	10000	99.99	0.01
Public-Others	26799202	3576	0.01	3576	0	100.00	0.00
Total (A)	**277200000**	**67153276**	**24.23**	**67143276**	**10000**	**99.99**	**0.01**
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	4972546	4.56	4972546	0	100.00	0.00
Public-Others	26799202	91156	0.34	83974	0	92.12	0.00
Total (B)	**277200000**	**146435702**	**52.83**	**146428520**	**0**	**100.00**	**0.00**
Result (A+B)	**277200000**	**213588978**	**77.05**	**213571796**	**10000**	**99.99**	**0.00**

Resolution passed by requisite majority.

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2. Declaration of final dividend on equity shares and ratification of interim dividend declared by the Board of Directors.

Nature of Resolution: Ordinary Resolution

"RESOLVED that final dividend of Rs. 8/- per share (400%) on Equity shares of Rs. 2/- each fully paid up, be and is hereby declared for the Financial Year ended March 31, 2014 and the interim dividend of Rs. 5/- per share (250%) declared on February 4, 2014 be and is hereby ratified".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)] *100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)] *100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 2							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67203669	61.64	67203669		100.00	0.00
Public-Others	26799202	3576	0.01	3576		100.00	0.00
Total (A)	**277200000**	**67207245**	**24.25**	**67207245**	**0**	**100.00**	**0.00**
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83974	0.31	83974	0	100.00	0.00
Total (B)	**277200000**	**146875708**	**52.99**	**146875708**	**0**	**100.00**	**0.00**
Result (A+B)	**277200000**	**214082953**	**77.23**	**214082953**	**0**	**100.00**	**0.00**

Resolution passed by requisite majority.

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3. Appointment of a Director in place of Mr. Casimiro Antonio Vieira Leitao, who retires by rotation and was eligible for re-appointment.

Nature of Resolution: Ordinary Resolution

"RESOLVED that Mr. Casimiro Antonio Vieira Leitao (holding DIN 05336740) who is retiring by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 3							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	66716734	61.19	37943753	28772981	56.87	43.13
Public-Others	26799202	3576	0.01	3576	0	100.00	0.00
Total (A)	**277200000**	**66720310**	**24.07**	**37947329**	**28772981**	**56.88**	**43.12**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	512181	4907553	9.45	90.55
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**141968150**	**4907558**	**96.66**	**3.34**
Result (A+B)	**277200000**	**213596018**	**77.05**	**179915479**	**33680539**	**84.23**	**15.77**

Resolution passed by requisite majority.

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4. Appointment of a Director in place of Mr. Edward Phillip Pence, who retires by rotation and was eligible for re-appointment.

Nature of Resolution: Ordinary Resolution

"RESOLVED that Mr. Edward Phillip Pence (holding DIN 06577765) who is retiring by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 4							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	66716734	61.19	50297009	16419725	75.39	24.61
Public-Others	26799202	3576	0.01	3576	0	100.00	0.00
Total (A)	**277200000**	**66720310**	**24.07**	**50300585**	**16419725**	**75.39**	**24.61**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	2022411	3397323	37.32	62.68
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**143478380**	**3397328**	**97.69**	**2.31**
Result (A+B)	**277200000**	**213596018**	**77.05**	**193778965**	**19817053**	**90.72**	**9.28**

Resolution passed by requisite majority.

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5. Appointment of Auditors to hold office from the conclusion of 53rdMeeting until the conclusion of the 54thAnnual General Meeting.

Nature of Resolution: Ordinary Resolution

"RESOLVED that M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of 53rdAnnual General Meeting to the conclusion of the 54thAnnual General Meeting on such remuneration as may be agreed between the said Auditors and the Board of Directors of the Company".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes In favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 5							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67192304	61.63	66992167	200137	99.70	0.30
Public-Others	26799202	3576	0.01	3576	0	100.00	0.00
Total (A)	**277200000**	**67195880**	**24.24**	**66995743**	**200137**	**99.70**	**0.30**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83946	0.31	83941	5	99.99	0.01

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Total (B)	277200000	146875680	52.99	146875675	5	100.00	0.00
Result (A+B)	277200000	214071560	77.23	213871418	200142	99.91	0.09

Resolution passed by requisite majority.

6. Appointment of Mr. Rajasekhar Menon as a Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that Mr. Rajasekhar Menon (holding DIN 03074942), who was appointed as an Additional Director by the Board of Directors of the Company on August 3, 2013, pursuant to Article 110 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013 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".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 6							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67203669	61.64	65852070	1351599	97.99	2.01

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Public-Others	26799202	3576	0.01	3568	8	99.78	0.22
Total (A)	**277200000**	**67207245**	**24.25**	**65855638**	**1351607**	**97.99**	**2.01**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	4959134	460600	91.50	8.50
Public-Others	26799202	83974	0.31	83941	33	99.96	0.04
Total (B)	**277200000**	**146875708**	**52.99**	**146415075**	**460633**	**99.69**	**0.31**
Result (A+B)	**277200000**	**214082953**	**77.23**	**212270713**	**1812240**	**99.15**	**0.85**

Resolution passed by requisite majority.

7. Appointment of Mr. Mark Smith as a Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that Mr. Mark Smith (holding DIN 06852777), who was appointed as an Additional Director by the Board of Directors of the Company on May 23, 2014, pursuant to Article 110 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013and 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".

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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 7							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67203669	61.64	65981658	1222011	98.18	1.82
Public-Others	26799202	3576	0.01	3576	0	100.00	0.00
Total (A)	**277200000**	**67207245**	**24.25**	**65985234**	**1222011**	**98.18**	**1.82**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**146875703**	**5**	**100.00**	**0.00**
Result (A+B)	**277200000**	**214082953**	**77.23**	**212860937**	**1222016**	**99.43**	**0.57**

Resolution passed by requisite majority.

8. Appointment of Mr. Priya Shankar Dasgupta as an Independent Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that, pursuant to the applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-

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enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Priya Shankar Dasgupta (holding DIN 00012552), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5)consecutive years, that is, up to July 31, 2019."

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]* 100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 8							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67192344	61.63	37984464	29207880	56.53	43.47
Public-Others	26799202	3576	0.01	2271	1305	63.51	36.49
Total (A)	**277200000**	**67195920**	**24.24**	**37986735**	**29209185**	**56.53**	**43.47**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	771381	4648353	14.23	85.77
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**142227350**	**4648358**	**96.84**	**3.16**
Result (A+B)	**277200000**	**214071628**	**77.23**	**180214085**	**33857543**	**84.18**	**15.82**

Resolution passed by requisite majority.

CHAIRMAN

Cummins India Limited

9. Appointment of Mr. Venu Srinivasan as an Independent Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that, pursuant to the applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Venu Srinivasan (holding DIN 00051523), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, that is, up to July 31, 2019".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - In Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 9							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372663	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67192344	61.63	37874830	29317514	56.37	43.63
Public-Others	26799202	3576	0.01	3513	63	98.24	1.76
Total (A)	277200000	67195920	24.24	37878343	29317577	56.37	43.63

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Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5187361	232373	95.71	4.29
Public-Others	26799202	83974	0.31	83941	33	99.96	0.04
Total (B)	**277200000**	**146875708**	**52.99**	**146643302**	**232406**	**99.84**	**0.16**
Result (A+B)	**277200000**	**214071628**	**77.23**	**184521645**	**29549983**	**86.20**	**13.80**

Resolution passed by requisite majority.

10. Appointment of Mr. Rajeev Bakshi as an Independent Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that, pursuant to the applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajeev Bakshi (DIN 00044621), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, that is, upto July 31, 2019".

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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes In favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 10							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67192344	61.63	46128127	21064217	68.65	31.35
Public-Others	26799202	3576	0.01	3521	55	98.46	1.54
Total (A)	**277200000**	**67195920**	**24.24**	**46131648**	**21064272**	**68.65**	**31.35**
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5328160	91574	98.31	1.69
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**146784129**	**91579**	**99.94**	**0.06**
Result (A+B)	**277200000**	**214071628**	**77.23**	**192915777**	**21155851**	**90.12**	**9.88**

Resolution passed by requisite majority.

11. Appointment of Mr. Nasser Munjee as an Independent Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that, pursuant to the applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and

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Clause 49 of the Listing Agreement, Mr. Nasser Mukhtar Munjee (holding DIN 00010180), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5)consecutive years, that is, up to July 31, 2019".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 11							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67192344	61.63	46128127	21064217	68.65	31.35
Public-Others	26799202	3576	0.01	3521	55	98.46	1.54
Total (A)	**277200000**	**67195920**	**24.24**	**46131648**	**21064272**	**68.65**	**31.35**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	1196011	4223723	22.07	77.93
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**142651980**	**4223728**	**97.12**	**2.88**
Result (A+B)	**277200000**	**214071628**	**77.23**	**188783628**	**25288000**	**88.19**	**11.81**

Resolution passed by requisite majority.

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12. Appointment of Mr. Prakash Telang as an Independent Director.

Nature of Resolution: Ordinary Resolution

"RESOLVED that, pursuant to the applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prakash Manjanath Telang (DIN 00012562), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5)consecutive years, that is, up to July 31, 2019".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 12							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67203669	61.64	66240370	963299	98.57	1.43
Public-Others	26799202	3576	0.01	2271	1305	63.51	36.49
Total (A)	277200000	67207245	24.25	66242641	964604	98.56	1.44

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Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**146875703**	**5**	**100.00**	**0.00**
Result (A+B)	**277200000**	**214082953**	**77.23**	**213118344**	**964609**	**99.55**	**0.45**

Resolution passed by requisite majority.

13. Appointment of Mr. Pradeep Bhargava, Alternate Director, as an Advisor on retainership basis

Nature of Resolution: Special Resolution

"RESOLVED that, pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force, Mr. Pradeep Bhargava (holding DIN 00525234), Alternate Director to Mr. Mark Smith, be and is hereby appointed as an Advisor to the Company for rendering professional services on a retainership basis on the following key terms and conditions:

1. Term : Twenty Seven (27) months with effect from May 1, 2014 until July 31, 2016
2. Honorarium : Rs. 1,50,000/- per month (Rs. One Lac Fifty Thousand Only)
3. A company maintained car with driver will be

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provided.

4. Work Timings : 16 hours per week and will be based out of Cummins India Office Campus at Balewadi.

5. The retainership can be terminated by the Company or by Mr. Bhargava by giving One (1) month's notice".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 13							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67203669	61.64	38315237	28888432	57.01	42.99
Public-Others	26799202	3576	0.01	2326	1250	65.04	34.96
Total (A)	**277200000**	**67207245**	**24.25**	**38317563**	**28889682**	**57.01**	**42.99**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	141372000	0	100.00	0.00
Public Institutional Holders	109028115	5419734	4.97	1126381	4293353	20.78	79.22
Public-Others	26799202	83974	0.31	83969	5	99.99	0.01
Total (B)	**277200000**	**146875708**	**52.99**	**142582350**	**4293358**	**97.08**	**2.92**
Result (A+B)	**277200000**	**214082953**	**77.23**	**180899913**	**33183040**	**84.50**	**15.50**

Resolution passed by requisite majority.

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14. Related Party Transaction of material nature

Nature of Resolution: Special Resolution

"RESOLVED that approval of the Company be and is hereby accorded in respect of material related party transaction(s) for sale of internal combustion engines, their parts and accessories by the Company to Cummins Limited, UK on arm's length basis for a consideration estimated at Rs. 76,381 Lacs for the Financial Year 2014-15".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 14							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67132164	61.57	67132164	0	100.00	0.00
Public-Others	26799202	3576	0.01	3508	68	98.10	1.90
Total (A)	**277200000**	**67135740**	**24.22**	**67135672**	**68**	**100.00**	**0.00**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83946	0.31	83941	5	99.99	0.01
Total (B)	**277200000**	**5503680**	**1.99**	**5503675**	**5**	**100.00**	**0.00**
Result (A+B)	**277200000**	**72639420**	**26.20**	**72639347**	**73**	**100.00**	**0.00**

Promoter and Promoter Group did not vote. Resolution passed by requisite majority.

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15. To approve the Related Party Transactions which are not in the ordinary course of business.

Nature of Resolution: Special Resolution

"RESOLVED that, pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force) and statutory approval, if any, approval of the Company be and is hereby accorded to the Board of Directors to let out or give on rent, lease, leave and license or any other similar arrangement basis, the premises of the Company to any or all of the following Related Party/ies on arm's length basis, and on other terms as more particularly stated in the attached Explanatory Statement of this Resolution:

- Cummins Technologies India Limited
- Cummins Generator Technologies India Limited
- Cummins Research and Technology India Limited
- Tata Cummins Limited

RESOLVED FURTHER that Cummins Technologies India Limited and Tata Cummins Limited be granted right to use common facilities developed by the Company on cost sharing basis as

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more particularly stated in the attached Explanatory Statement of this Resolution.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes In favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 15							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutiona l Holders	109028115	67132164	61.57	65603730	1528434	97.72	2.28
Public-Others	26799202	3576	0.01	3500	76	97.87	2.13
Total (A)	**277200000**	**67135740**	**24.22**	**65607230**	**1528510**	**97.72**	**2.28**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	0	0	0.00	0.00
Public Institutiona l Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83946	0.31	83941	5	99.99	0.01
Total (B)	**277200000**	**146875680**	**52.99**	**5503675**	**5**	**3.75**	**0.00**
Result (A+B)	**277200000**	**214011420**	**77.20**	**71110905**	**1528515**	**33.23**	**0.71**

Promoter and Promoter Group did not vote. Resolution passed by requisite majority.

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16. To pay commission to Independent Non-Whole-time Directors.

Nature of Resolution: Special Resolution

"RESOLVED that, in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of sum, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, not exceeding in aggregate one percent of the net profits of the Company for each financial year, in accordance with Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof to the nonexecutive directors of the Company (i.e. directors other than the Managing Director and/or the Whole-time Directors).

RESOLVED FURTHER that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to determine the amount, proportion and terms of such payment, in accordance with the



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provisions of the Act to be made out of profits of the Company for each of Three (3) financial years commencing from April 1, 2014.

RESOLVED FURTHER that the Board of Directors of the Company or Committee/s thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 15							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	141372683	0	0.00	0	0	0.00	0.00
Public Institutional Holders	109028115	67132164	61.57	65603730	1528434	97.72	2.28
Public-Others	26799202	3576	0.01	3500	76	97.87	2.13
Total (A)	**277200000**	**67135740**	**24.22**	**65607230**	**1528510**	**97.72**	**2.28**
Mode of Voting: (Physical Ballot)							
Promoter and Promoter Group	141372683	141372000	100.00	0	0	0.00	0.00
Public Institutional Holders	109028115	5419734	4.97	5419734	0	100.00	0.00
Public-Others	26799202	83946	0.31	83941	5	99.99	0.01
Total (B)	**277200000**	**146875680**	**52.99**	**5503675**	**5**	**3.75**	**0.00**
Result (A+B)	**277200000**	**214011420**	**77.20**	**71110905**	**1528515**	**33.23**	**0.71**

Resolution passed by requisite majority.

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