

12th September, 2019

BSE Limited Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001 BSE Scrip Code: 532756	National Stock Exchange of India Ltd., Corporate Relationship Department, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Scrip Code: MAHINDCIE
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Sub: Summary of proceedings of Postal ballot voting process pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III

Dear Sir/Madam,

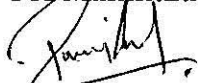
We refer to our letter dated 19th July, 2019 and 9th August, 2019 informing about details of Postal Ballot for seeking approval of the members of the Company for re-appointment and appointment of Independent Directors and re-appointment of whole time director.

In accordance with Regulation 30 read with clause 13 of Para A of Part A of schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we are submitting herewith the proceedings of Postal Ballot .

Kindly take the same on your record.

Thanking you,
Yours faithfully,

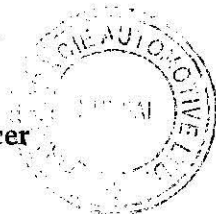
For Mahindra CIE Automotive Limited


Pankaj Goyal

Company Secretary and Compliance Officer

Membership No.: A 29614

Encl: As above



Summary of proceedings of the resolutions passed by way of Postal ballot by the Members of the Company

The Board of Directors of the Company at its meeting held on 19th July, 2019 had approved the notice of Postal Ballot for items to be transacted by Postal Ballot which means voting by post i.e. by Postal Ballot Form or by electronic mode i.e., remote e-voting facility (whichever method the members opt for) for seeking consent of members for re-appointment of Independent Directors, appointment of Independent Directors and re-appointment of Whole-time Director and remuneration payable to him.

The Notice of Postal Ballot was sent to all the members whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited/Central Depository Services (India) Limited as on Friday, 2nd August, 2019 (cut-off date).

- On 9th August, 2019; by email to 39,913 members who had registered their email addresses with the Company or whose email addresses were provided by the Depositories or the Registrar and Share Transfer Agent
- by 10th August, 2019; through Courier and registered post to 24,342 members

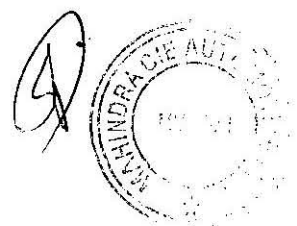
The Company had engaged the services of Karvy Fintech Private Limited ("Karvy") to provide remote e-voting facility to its members. The remote e-voting commenced from 9:00 a.m. (IST) on Monday, 12th August, 2019 and closed on 5:00 p.m. (IST) on Tuesday, 10th September, 2019. The remote e-voting was not allowed after that time. The members were requested to return the Postal Ballot Form, duly completed and signed conveying their assent (For) or dissent (Against), so as to reach the Scrutinizer on or before Tuesday, 10th day of September, 2019.

The Board of Directors, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, had appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

The Board had authorized Mr. Hemant Luthra, the Chairman of the Company to receive the Consolidated Scrutinizer's Report and declare the result of voting through the Postal Ballot.

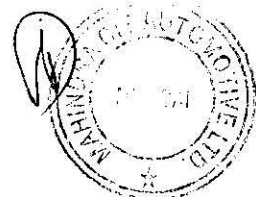
The scrutinizer, Mr. Sachin Bhagwat, had carried out the scrutiny of votes casted by Postal Ballot forms and remote E-voting and submitted his Report dated 12th September, 2019 to the Chairman for declaring the voting results.

Based on the report of Scrutinizer, the Chairman announced the results of the Postal Ballot on Thursday, 12th September, 2019 at 11.00 a.m. (IST) at the registered office of the Company situated at, Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai - 400018.



The summary of postal ballot voting results is as below:


Sr. No.	Particulars	% votes in favor	% votes against	Result
1	Re-appointment of Mr. Manojkumar Madangopal Maheshwari (DIN: 00012341) as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024 - Special Resolution	99.6853	0.3147	The Special Resolution is passed with requisite majority
2	Re-appointment of Mr. Dhananjay Narendra Mungale (DIN: 00007563) as an Independent Director of the Company, to hold office for the second term commencing from 29 th September, 2019 to the date of Annual General Meeting to be held following Mr. Dhananjay Narendra Mungale completing 70 (Seventy) years of age, subject to the condition that the term shall not exceed five consecutive years commencing from 29 th September, 2019 - Special Resolution	99.6443	0.3557	The Special Resolution is passed with requisite majority
3	Re-appointment of Mr. Suhail Amin Nathani (DIN: 01089938) as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from 12 th December, 2019 to 11 th December, 2024 - Special Resolution	95.3696	4.6304	The Special Resolution is passed with requisite majority
4	Appointment of Mr. Kadambi Narahari (DIN: 05351378) as an Independent Director of the Company, to hold office for the term commencing from 29 th September, 2019 to the date of Annual General Meeting to be held following Mr. Kadambi Narahari completing 70 (Seventy) years of age, subject to the condition that the term shall not exceed five consecutive years commencing from 29 th September, 2019 - Ordinary Resolution	99.9822	0.0178	The Ordinary Resolution is passed with requisite majority
5	Appointment of Mr. Alan Savio D'Silva Picardo (DIN: 08513835) as an Independent Director of the Company, to hold office for the term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024 - Ordinary Resolution	99.9823	0.0177	The Ordinary Resolution is passed with requisite majority
6	Appointment of Mrs. Roxana Meda Inoriza (DIN: 08520545) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024 - Ordinary Resolution	99.9823	0.0177	The Ordinary Resolution is passed with requisite majority



Sr. No.	Particulars	% votes in favor	% votes against	Result
7	Appointment of Mr. Ander Arenaza Alvarez (DIN: 07591785) as Whole-time Director (designated as Executive Director) of the Company for a term of 3 (three) years commencing from 13 th September, 2019 to 12 th September, 2022 on an aggregate remuneration not exceeding Rs. 2,400,000 (Rupees Two Million Four Hundred Thousand) per annum - Special Resolution	99.9999	0.0001	The Special Resolution is passed with requisite majority

The detailed postal ballot voting result in the prescribed format along-with the Scrutinizers Report is being submitted separately to BSE Limited and National Stock of India Limited and is will also be placed on the website of the Company.

Thanking you,
For Mahindra CIE Automotive Limited


Pankaj V. Goyal
Company Secretary and Compliance Officer
Membership No. A 29614

