

January 20, 2020

BSE Limited Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001. BSE Scrip Code: 532756	National Stock Exchange of India Limited 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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Dear Sir / Madam,

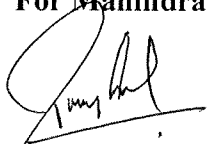
Sub: Certificate confirming compliance with Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In pursuance of Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we are submitting herewith Certificate confirming compliance with Regulation 40 (9) of the LODR for the half year ended December 31, 2019 covering period of 6 months from July 01, 2019 to December 31, 2019.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Mahindra CIE Automotive Limited



Pankaj Goyal
Company Secretary and Compliance Officer

Membership No: A 29614

Encl: As above



CERTIFICATE UNDER REGULATION 40 (9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED 31ST DECEMBER, 2019

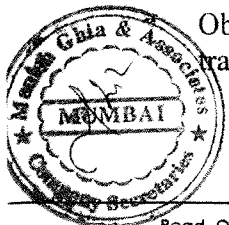
TO WHOMSOEVER IT MAY CONCERN

We have examined all Share Transfer Forms, Memorandum of Transfers, Registers, files and other documents relating to **Mahindra CIE Automotive Limited ('Company')** having its registered office at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018 maintained by **KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)**, the Registrar & Share Transfer Agent ('RTA') of the Company pertaining to transfer of equity shares of the Company for the period from **1st July, 2019 to 31st December, 2019** for the purpose of issuing certificate as per Regulation 40 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the company through its RTA and based on our examination as well as information and explanations furnished to us which is to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that during the Second half of Financial Year of ended on **31st December, 2019**:

- a) the share certificate(s) relating to the Share Transfer Form(s) received during the said half year (from 1st July, 2019 to 31st December, 2019), as entered in the Memorandum of Transfers, were issued within thirty days from the respective date of lodgment of each form(s) except those rejected on technical grounds;
- b) the share certificate(s) relating to request(s) received to issue of Duplicate Share Certificate(s) in lieu of original lost/ misplaced during the said half year (from 1st July, 2019 to 31st December, 2019) were issued within thirty days from the respective date(s) of receipt of such request(s) except those rejected on technical grounds; and
- c) no request for consolidation, renewal, exchange or endorsement of calls/ allotment monies was received.

Any other information, if applicable -

The Securities and Exchange Board of India vide notification dated 08th June, 2018 and its press release on 03rd December, 2018 amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated that the transfer of securities w.e.f. 01st April, 2019 would be carried out only in dematerialized

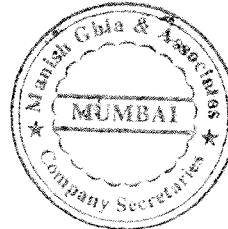


Manish Ghia & Associates

form. However SEBI vide its press release dated 2nd March, 2019 clarified that the transfer deeds lodged prior to 01st April, 2019 and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of 01st April, 2019. Transfers referred to in clause (a) above includes transposition, transmissions and transfer which are permitted as per the SEBI press release dated 2nd March, 2019

For Manish Ghia & Associates

Company Secretaries



A handwritten signature in black ink, appearing to read "Manish L. Ghia".

CS Manish L. Ghia

Partner

M. No. FCS: 6252, C. P. No. 3531

Place: Mumbai

Date: January 20, 2020

UDIN: F006252B000073561