

12th September, 2016

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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Sub: Disclosure Pursuant to Regulation 30 read with Para A of Schedule III the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

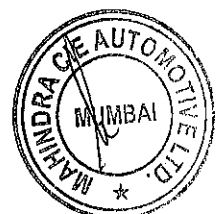
Dear Sir/Madam,

We wish to inform that, Board of Directors of the Company at its meeting held on today 12th September, 2016, has approved following;

1. Reclassification of existing Authorized Share Capital of Rs. 4,869,426,365/- of the Company consisting of 395,000,000 Equity Shares of Rs. 10/- /- each and 29,658,915 Preference Shares of Rs. 31/-Each be and is hereby reclassified into
 - i) 486,942,621 Equity Shares of INR 10 each aggregating INR 4,869,426,210 and
 - ii) 5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of INR 31 each aggregating INR 155

and also approved the corresponding Alternation of Authorised Share Capital Clause of Memorandum of Association and Articles of Association of the Company.

2. Proposal to issue Equity Shares of face value of Rs.10 each at a premium of Rs. 190 per share on Preferential Allotment basis as following:
 - i. 31,991,563 Equity Shares to be issued to shareholders of Bill Forge Private Limited namely Mr. Anil Haridass, Mrs. Anjali Powar Haridass, Mr. Sunil Haridass, Ms. M. C. Mythili, Mr. Ravindra K., Mr. Hari K., Mr. Hari S Bhartia, Mr. Shyam S Bhartia, Ainos Holdings Limited and Kedaara Capital Alternative Investment Fund - Kedaara Capital AIF 1
 - ii. 22,500,000 Equity Shares to be issued to Participaciones Internacionales Autometal, DOS S.L one of the Promoter of the Company



The aforesaid preferential allotment shall be subject to necessary permissions, sanctions, approvals and applicable SEBI Regulations and other provisions of laws and approval of the shareholders of the Company.

3. Raising of funds up to Rs. 7,000 million by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion of the Board of Directors of the Company.

The fund raising is subject to subject to necessary permissions, sanctions, approvals and applicable SEBI Regulations and other provisions of laws and shareholders' approval and such other statutory approvals as may be required including that of Foreign Investment Promotion Board/RBI.

The Board has also convened an Extraordinary General Meeting of the shareholders of the Company on 13th October, 2016 to inter-alia consider the above matters for seeking approval of the shareholders.

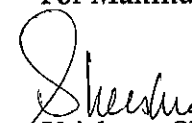
The meeting commenced at 1.45 p.m. and concluded at 4.30 p.m.

Kindly acknowledge receipt and take the same on the records.

Thanking you,

Yours faithfully,

For Mahindra CIE Automotive Limited


Krishnan Shankar
Company Secretary and Head - Legal

