# Mahindre E/E

Mahindra CIE Automotive Ltd

Mahindra Towers, 1st Floor, Dr. G. M. Bhosale Marg, Worli, Mumbai 400 018, India Tel: +91 22 24931449 Fax: +91 22 24915890

www.mahindracie.com mcie.investors@mahindracie.com

7th May, 2019

**BSE Limited** 

Corporate Relationship Department,

P.J. Towers,

Dalal Street, Fort,

Mumbai - 400 001.

National Stock Exchange of India Ltd.,

Corporate Relationship Department,

Exchange Plaza, 5th Floor,

Plot no.C/1, G Block,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051.

BSE Scrip Code: 532756

NSE Scrip Code: MAHINDCIE

Sub: Voting Results of the 20th Annual General Meeting

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 44 of the Listing Regulations, please find enclosed the Voting Results in the prescribed format along-with consolidated Report of the Scrutinizer of the 20th Annual General Meeting of the Members of the Company held on 6th May, 2019.

Based on the consolidated Report of the Scrutinizer, as annexed, all Resolutions as set out in the Notice of the 20<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Kindly acknowledge and take the same on record.

Thanking you,

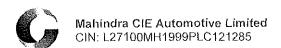
Yours faithfully,

For Mahindra CIE Automotive Limited

Pankaj V. Goyal

Company Secretary and Compliance Officer

Encl : As above



	MAHINDRA CIE AUTOMOTIVE LIMITED
Date of the AGM/EGM	06-05-2019
Total number of shareholders on record date	66392
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	2
Public:	118
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No. 1	To receive, consider the Financial Y	der and adopt the A ear ended 31st De	udited Financial S cember, 2018 and	tatements (included the Reports of t	ding Audited Consol he Board of Directo	idated Financi rs and Auditor	al Statements) o s thereon.	f the Company
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/						10 (21 10 20 19 19)		9 602000 4060
promoter group are	No							
		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in	No. of Votes	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*1
Category	Mode of Voting	held (1)	polled (2)	100	favour (4)	– against (5)	0	00
	E-Voting		256,538,944	100.0000	256,538,944	-	100.0000	
	Poli	356 538 044				_	•	
Promoter and Promoter	Postal Ballot (if	256,538,944						
Group	applicable)				-			
	Total		256,538,944	100.0000	256,538,944	-	100.0000	10 m
	E-Voting		50,386,674	77.1839	50,386,674	-	100.0000	_
	Poll	65,281,304	-	-	-	-		
	Postal Ballot (if	03,201,304						
Public-Institutions	applicable)		-	-	-	-	_	
	Total		50,386,674	77.1839	50,386,674	j ji og 20 g (6−	100.0000	
	E-Voting	]	21,725,413	38.1228	21,725,403	10	100.0000	0.0000
	Poll	56,987,911	591,074	1.0372	591,071	3	99.9995	0.0005
•	Postal Ballot (if	30,307,311						
Public- Non Institutions	applicable)			<u> </u>	_	-	-	
	Total		22,316,487	39.1600	22,316,474	13	*****	0.0001
	Total	378,808,159	329,242,105	86.9153	329,242,092	13	100.0000	0.0000





Resolution No. 2		Appointment of Mr. Jesus Maria Herrera Barandiaran (DIN - 06705854) as Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.						
Resolution required: (Ordinary/ Special)	ORDINARY	ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
	E-Voting Poll	256,538,944	256,538,944	100.0000	256,538,944	_	100.0000	
Promoter and Promoter Group	applicable)		- -	_	_	···	_	postanji i Siranjani superi Sira
	Total E-Voting Poll Postal Ballot (if	65,281,304	256,538,944 50,455,873	100.0000 77.2899 -	256,538,944 44,903,078	5,552,795 -	1.00.0000 88.9947	11.0053
Public- Institutions	applicable) Total		50,455,873	77.2899	44,903,078	- 5,552,795	88.9947	11.0053
	E-Voting Poll	56,987,911	21,725,413 591,074	38.1228	21,668,376 591,071	57,037 3	99.7375 99.9995	0.2625 0.0005
Public- Non Institutions	Postal Ballot (if applicable) Total		22,316,487	39.1600	22,259,447	5 <b>7,</b> 040	HVChroNAW1111445/HWW1959/WW	0.2556
	Total	378,808,159	329,311,304	86.9335	323,701,469	5,609,835	98.2965	1.7035

Resolution No. 3	Appointment of Northern of Northern Approximation (Northern Approximation)		Alvarez (DIN: 0759	91785) as Directo	or of the Company, v	vho retires by	rotation and bei	ng eligible,
Resolution required: (Ordinary/ Special)	ORDINARY	ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
, , , , , , , , , , , , , , , , , , ,	E-Voting		256,538,944	100.0000	256,538,944	-	100.0000	-
	Poll	256 539 044	-	-	-		_	
Promoter and Promoter	Postal Ballot (if	256,538,944						
Group	applicable)		-		-	_		
	Total		256,538,944	100.0000	256,538,944		100.0000	-
	E-Voting		50,455,873	77.2899	50,217,505	238,368	99.5276	0.4724
	Poll	65,281,304	-	-	-	-		
	Postal Ballot (if	05,201,304						
Public- Institutions	applicable)				-	_		
	Total		50,455,873	77.2899	50,217,505	238,368	99.5276	0.4724
	E-Voting		21,725,413	38.1228	21,725,403	10		0.0000
	Poll	56,987,911	591,074	1.0372	591,071	3	99.9995	0.0005
	Postal Ballot (if	20,367,311						
Public- Non Institutions	applicable)			-		_	-	
	Total		22,316,487	39.1600	22,316,474	13	APERO ACTION HIS RESIDENCE PROPERTY AND APERO ACTION OF THE PERSON OF TH	0.0001
	Total	378,808,159	329,311,304	86.9335	329,072,923	238,381	99.9276	0.0724



Resolution No. 4		Ratification of the remuneration payable to Ms. Dhananjay V. Joshi Associates, Cost Accountants (Firm Registration Number 000030) appointed as Cost Auditors of the Company.						
Resolution required: (Ordinary/ Special)	ORDINARY				-			
Whether promoter/ promoter group are interested in the agenda/resolution?	No						10 (10 (10 (10 (10 (10 (10 (10 (10 (10 (	
		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
Category	Mode of Voting E-Voting	held (1)	polled (2) 256,538,944	100.0000	256,538,944	- againse (5)	100.0000	-
	Poli	1	230,330,344	-	-	-	-	
Promoter and Promoter Group		256,538,944	-	_	_		-	
	Total	on the Co	256,538,944	100.0000	256,538,944		100.0000	Composition of the Composition o
Public- Institutions	E-Voting Poll Postal Ballot (if applicable)	65,281,304	50,455,873	77.2899	50,455,873	-	100.0000	-
	Total		50,455,873	77.2899	50,455,873	-	100.0000	
	E-Voting Poll Postal Ballot (if	56,987,911	21,725,413 591,074	38.1228 1.0372	21,725,391 591,070	22 4	99.9999 99.9993	0.0001 0.0007
Public- Non Institutions	applicable)		_	-		_	-	
	Total Total	378,808,159	22,316,487 329,311,304	39.1600 86.9335	22,316,461 329,311,278	26 26	CGCVSANA SECTIONAL CONTROL INVALIGUAÇÃO	0.0001

	shall not exceed, of 198 of the Compar further that none	Approval of remuneration by way of commission to Independent Directors of the Company provided that such commission in aggregate shall not exceed, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in section 1.98 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof or Rs. 15 million, whichever is lower; provided surther that none of the Independent Directors shall, in any Financial Year, individually receive an aggregate remuneration including sitting fees exceeding Rs. 2.5 million							
Resolution required:									
(Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL								
		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in		% of Votes in favour on votes polled (6)=[(4)/(2)]*10	votes polled	
Category	Mode of Voting	held (1)	polled (2)	100	favour (4)	– against (5)		00	
	E-Voting		256,538,944	100.0000	256,538,944	-	100.0000	-	
Promoter and Promoter	Poll Postal Ballot (if applicable)	256,538,944		-			-		
Отокр	Total		256,538,944	100.0000	256,538,944		100.0000	= = = = = = = = = = = = = = = = = = = =	
	E-Voting		50,455,873	77.2899	50,455,873		100.0000	-	
	Poll					-	-		
	Postal Ballot (if	65,281,304							
Public- Institutions	applicable)			-	-	-			
	Total		50,455,873	77.2899	50,455,873	1	100.0000		
	E-Voting		21,725,413	38.1228	21,725,091	322	99.9985	0.0015	
	Poll	56,987,911	591,073	1.0372	590,779	294	99.9503	0.0497	
	Postal Ballot (if	30,301,911							
Public- Non Institutions	applicable)		-	<u> </u>	-	-	***		
	Total		22,316,486	39.1600	22,315,870	616	pitaling consider a contraction contraction and contraction	0.0028	
	Total	378,808,159	329,311,303	86.9335	329,310,687	616	99.9998	0.0002	

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ļ	Company of the In	proval for the Material Related Party Transactions entered into or to be entered into with Mahindra and Mahindra Limited Holding impany of the Investing Company in respect of which the Company is an Associate, for Financial Year starting from 1st January, 2019							
	•	nd every Financial Year thereafter, provided that aggregate amount of all such Transactions during any one Financial Year shall not ceed Rs. 18,000,000,000 Rupee Eighteen Thousand Million							
	exceed RS. 18,000,	,000,000 Rupee Eig	nteen Inousand i	VIIIION					
Resolution required:									
1	ORDINARY	Proceedings and the Company of the C	Induses delicine and the rest of the	Terlis armenteen liitera traasteela etteksis			In Samurian and Samurian Samurian		
Whether promoter/ promoter group are interested in the									
	Yes  Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1	
	E-Voting	neta (1)	-			2841136 (37	_		
<u>L</u>	Poll				_				
Promoter and Promoter	Postal Ballot (if applicable)	256,538,944							
<del>.,</del>	Total						<u>-</u>	-	
<u> </u>	E-Voting		50,455,873	77.2899	41,118,571	9,337,302	81.4941	18.5059	
	Poll		30,433,673	77.2855	43,110,371	5,551,502	01.4541	16.5053	
1	Postal Ballot (if applicable)	65,281,304	_		-		_		
	Total		50,455,873	77.2899	41,118,571	9,337,302	81.4941	18.5059	
	E-Voting	The state of the s	21,725,413	38.1228	21,725,391	22	99.9999	0.0001	
Ĺ	Poll		105,421	0.1850	105,418	3	99.9972	0.0028	
ļ	Postal Ballot (if	56,987,911							
Public- Non Institutions	applicable)					<u> </u>		2.1.2	
	Total		21,830,834	38.3078	21,830,809	25	99.9999	/0.0001	
NOT A STATE OF THE PROPERTY OF	Total	378,808,159	72,286,707	19.0827	62,949,380	9,337,327	87.0829	12:917.1	

Resolution No. 7	Approval of paym the Non-Executive	Approval of payment of annual remuneration of Rs. 28,000,000, by way of a monthly payment to Mr. Hemant Luthra DIN00231420 as he Non-Executive Chairman of the Company along-with other benefits as detailed in the explanatory statement.						
Resolution required: (Ordinary/ Special)	SPECIAL					•		
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
	E-Voting		256,538,944	100.0000	256,538,944	-	100.0000	•••
	Poll	256 538 044	-	-			-	
Promoter and Promoter	Postal Ballot (if	256,538,944						
Group	applicable)		-	_	_			
	Total		256,538,944	100.0000	256,538,944		100.0000	=/
	E-Voting		45,617,873	69.8789	45,390,619	227,254	99.5018	0.4982
	Poll	65,281,304	-	-	_	_	-	
	Postal Ballot (if	05,201,304						
Public- Institutions	applicable)		-	-	-	_	-	
	Total		45,617,873	69.8789	45,390,619	227,254	49-43-13-23-13-41-41-41-41-41-41-41-41-41-41-41-41-41-	0.4982
	E-Voting		21,725,413	38.1228	21,657,701	67,712		0.3117
	Poll	56,987,911	203,421	0.3570	203,348	73	99.9641	0.0359
	Postal Ballot (if	30,367,311						
Public- Non Institutions	applicable)		-	-	-	-	-	
	Total		21,928,834	38.4798	21,861,049	67,785	<ul> <li>Management of the control of the contr</li></ul>	0.3091
	Total	378,808,159	324,085,651	85.5540	323,790,612	295,039	99.9090	0.0910



Resolution No. 8	Appointment of N	Ar. Romesh Kaul Di	N 00209261 as Di	rector of the Con	npany liable to retire	by rotation.		
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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)	<u> </u>	% of Votes against on votes polled (7)=[(5)/(2)]*1
	E-Voting Poll	256,538,944	256,538,944 -	100.0000	256,538,944		100.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	250,550,544		-	_	odY žesta štorijas AV žeko en a 10 d. 10	_	
	Total  E-Voting  Poll  Postal Ballot (if	65,281,304	256,538,944 50,455,873	100.0000 77.2899 -	256,538,944 48,703,132 -	1,752,741 -	100.0000 96.5262 -	3.4738
Public- Institutions	applicable)		- 	77.2899	48,703,132	1,752,741	96.5262	3.4738
	Total E-Voting		50,455,873 21,725,413 546,574	Militaria (consultation) de la material de la consultation de la material dela material de la material del material de la material de la material del material de la material de la material del mat	21,725,398 546,570	1,732,741	c barrella reproduction process and a constitution of	0.0001 0.0007
Public- Non Institutions	Poll Postal Ballot (if applicable)	56,987,911	340,574	0.3391	340,370	-	33.3333	0.0007
	Total	378,808,159	22,271,987 329,266,804	39.0820 86.9218	22,271,968 327,514,044	19 1,752,760	**************************************	0.0001 0.5323



Resolution No. 9	Approval of appoi one year from 17t		eration of Mr. Ro	mesh Kaul DIN 00	0209261 as Whole-t	ime Director o	of the Company f	or a period of 1
Resolution required: (Ordinary/ Special)	ORDINARY						1	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	10 (10 (10 (10 (10 (10 (10 (10 (10 (10 (						
•		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1
Category	Mode of Voting	held (1)	polled (2) 256,538,944	100.0000	256,538,944	- against (5)	100.0000	-
	E-Voting	1	230,330,344	100.0000	230,330,344	_		
Promoter and Promoter Group	Poll Postal Ballot (if applicable)	256,538,944	-	_	_	_		
	Total		256,538,944	100.0000	256,538,944		100.0000	4 1 Earl 2 4 5 4
	E-Voting		50,455,873	77.2899	50,217,505	238,368	99.5276	0.4724
Public- Institutions	Poll Postal Ballot (if applicable)	65,281,304	-	-	-	-	-	
	Total		50,455,873	77.2899	50,217,505	238,368	99.5276	0.4724
	E-Voting		21,725,413	38.1228	21,725,398	15		0.0001
	Poll	56 007 011	546,574	0.9591	546,571	3	99.9995	0.0005
Public- Non Institutions	Postal Ballot (if applicable)	56,987,911	_	_	_			
	Total		22,271,987	39.0820	22,271,969	18	V Bit has resurced and easily filter our report on Nation	0.0001
	Total	378,808,159	329,266,804	86.9218	329,028,418	238,386	99.9276	0.0724

# SACHIN BHAGWAT

# PRACTICING COMPANY SECRETARY

# Scrutinizer's Report - Consolidated

To. The Chairman Twentieth Annual General Meeting ("AGM") of the Equity shareholders of Mahindra CIE Automotive Limited held on 6th day of May, 2019 at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate Mumbai - 400 020.

#### Dear Sir.

- 1. I, Sachin Bhagwat, Practising Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Mahindra CIE Automotive Limited ("the Company") for the purpose of:
  - (a) scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for all the resolutions contained in the notice of the AGM; and
  - (b) scrutinizing the voting process conducted by use of ballot papers at the AGM for all the resolutions contained in the notice of the AGM.
- 2. I submit my consolidated report on the results of remote e-voting together with that of voting by use of ballot papers, as under:

### ORDINARY BUSINESS

### Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st December, 2018 and the Reports of the Board of Directors and Auditors thereon.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	191	329,242,092	99.999996%	Passed with requisite majority
Votes against the resolution	4	13	Negligible	inagointy
Total	195	329,242,105	100%	

### Abstained votes

Number of ballots	Number of votes
2*	69200

[\*Includes One ballot on which the shareholder has cast partial votes]

# **Invalid Votes**

Number of ballots	Number of votes
2	322

# Item No. 2 - Ordinary Resolution

Appointment of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854) as Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	132	323,701,469	98.2965%	Passed with requisite
Votes against the resolution	64	5,609,835	1.7035%	majority
Total	196	329,311,304	100%	

### Abstained votes

Number of ballots	Number of votes
1	1

[\*Represents One ballot on which the shareholder has cast partial votes]

### **Invalid Votes**

Number of ballots		Number of votes
1	2	322



# Item No. 3 - Ordinary Resolution

Appointment of Mr. Ander Arenaza Alvarez (DIN: 07591785) as Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in <b>favour</b> of the resolution	191	329,072,923	99.9276%	Passed with requisite majority
Votes against the resolution	5	238,381	0.0724%	, ,
Total	196	329,311,304	100%	

#### Abstained votes

Number of ballots	Number of votes
1	1

[\*Represents One ballot on which the shareholder has cast partial votes]

### **Invalid Votes**

Number of ballots		Number of votes
	2	322

# SPECIAL BUSINESS

# Item No. 4 - Ordinary Resolution

Ratification of the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number 000030) appointed as Cost Auditors of the Company.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in <b>favour</b> of the resolution	189	329,311,278	99.99999%	Passed with requisite majority
Votes <b>against</b> the resolution	7	26	Negligible	
Total	196	329,311,304	100%	



#### Abstained votes

Number of ballots	Number of votes
1	1

[\*Represents One ballot on which the shareholder has cast partial votes]

#### **Invalid Votes**

Number of ballots	Number of votes
2	322

# Item No. 5 - Special Resolution

Approval of remuneration by way of commission to Independent Directors of the Company provided that such commission in aggregate shall not exceed, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof or Rs. 15 million, whichever is lower; provided further that none of the Independent Directors shall, in any Financial Year, individually receive an aggregate remuneration including sitting fees exceeding Rs. 2.5 million.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	187	329,310,687	99.9998%	Passed with requisite majority
Votes against the resolution	8	616	0.0002%	
Total	195	329,311,303	100%	

#### Abstained votes

Number of ballots		Number of votes
	0	0

### **Invalid Votes**

Number of ballots	Number of votes
3	324



# Item No. 6 - Ordinary Resolution

Approval for the Material Related Party Transactions entered into or to be entered into with Mahindra and Mahindra Limited (Holding Company of the Investing Company in respect of which the Company is an Associate), for Financial Year starting from 1st January, 2019 and every Financial Year thereafter, provided that aggregate amount of all such Transactions during any one Financial Year shall not exceed Rs. 18,000,000,000 (Rupee Eighteen Billion)

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	e 131	62,949,380	87.0829%	Passed with requisite majority
Votes against the resolution	e 57	9,337,327	12.9171%	
Total	188	72,286,707	100%	

#### Abstained votes

Number of ballots	Number of votes
9	257,024,598

[\*Includes One ballot on which the shareholder has cast partial votes]

#### **Invalid Votes**

Number of ballots		Number of votes
	2	322

### Item No. 7 - Special Resolution

Approval of payment of annual remuneration of Rs. 28,000,000, by way of a monthly payment to Mr. Hemant Luthra (DIN:00231420) as the Non-Executive Chairman of the Company alongwith other benefits as detailed in the explanatory statement.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in <b>favour</b> of the resolution	167	323,790,612	99.9090%	Passed with requisite majority
Votes against the resolution	25	295,039	0.0910%	
Total	192	324,085,651	100%	



# Abstained votes

Number of ballots	Number of votes
5	5,225,654

[\*Includes One ballot on which the shareholder has cast partial votes]

# Invalid Votes

Number of ballots	Number of votes
2	322

# Item No. 8 - Ordinary Resolution

Appointment of Mr. Romesh Kaul (DIN: 00209261) as Director of the Company liable to retire by rotation.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	187	327,514,044	99.4677%	Passed with requisite majority
Votes against the resolution	8	1,752,760	0.5323%	
Total	195	329,266,804	100%	

### Abstained votes

Number of ballots	Number of votes
2	44,501

[\*Includes One ballot on which the shareholder has cast partial votes]

# **Invalid Votes**

Number of ballots	Number of votes
2	322



# Item No. 9 - Ordinary Resolution

Approval of appointment and remuneration of Mr. Romesh Kaul (DIN: 00209261) as Whole-time Director of the Company for a period of 1 (one) year from 17th October, 2018.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in <b>favour</b> of the resolution	189	329,028,418	99.9276%	Passed with requisite majority
Votes against the resolution	6	238,386	0.0724%	
Total	195	329,266,804	100%	

### Abstained votes

Number of ballots	Number of votes
2	44,501

[\*Includes One ballot on which the shareholder has cast partial votes]

# Invalid Votes

Number of ballots	Number of votes
2	322

Thanking You, Yours faithfully,

CS Sachin Bhagwat

Practising Company Secretary

ACS 10189; CP No.: 6029

Place: Mumbai Date: 7 May 2019 Countersigned by:

For Mahindra CIE Automotive Limited

Pankaj Goyal

Company Secretary