26 ${ }^{\text {th }}$ June, 2020

| BSE Limited |  |
| :--- | :--- |
| Corporate Relationship Department, | National Stock Exchange of India Ltd., |
| Corporate Relationship Department, Towers, | Exchange Plaza, 5th Floor, |
| Dalal Street, Fort, | Plot no.C/1, G Block, |
| Mumbai -400001. | Bandra Kurla Complex, Bandra (E), |
|  | Mumbai - 400 051. |
|  |  |
| BSF. Srrip Code: $\mathbf{5 3 2 7 5 6}$ | NSE Scrip Code: MAHINDCIE |

Sub: Voting Results of the $21^{\text {st }}$ 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 21st Annual General Meeting of the Members of the Company held on $25^{\text {th }}$ June, 2020 through Video Conference ("VC") / Other Audio Visual Means (OAVM).

Based on the consolidated Report of the Scrutinizer, as annexed, all Resolutions as set out in the Notice of the $21^{\text {st }}$ 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,


Encl : As above


| Resolution No. 2 | Re-appointment of Mr. Zhooben Dossabhoy Bhiwandiwala (DIN: 00110373), who was liable to retire by rotation, as Director of the Company. |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary/ Special) | ORDINARY |  |  |  |  |  |  |  |  |  |
| Whether promoter/ promoter group are interested in the agendajresolution? | No |  |  |  |  |  |  |  |  |  |
| Casegory | 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) | \% of Votes in favour on votes polled $(6)=[(4) /(2)]^{*} 100$ | \% of Votes against on votes polled $(7)=[(5) /(2)]^{*} 100$ | Votes Invalid | Votes <br> Abstained |
| Promoter and Promoter Group | E-Voting | 256,750,911 | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 82,037,882 | 78,594,974 | 95.8033 | 74,012,876 | 4,582,098 | 94.1699 | 5.8300 | 0 | 37,615 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 78,594,974 | 95.8033 | 74,012,876 | 4,582,098 | 94.1700 | 5.8300 | 0 | 37,615 |
| Public- Non Institutions | E-Voting | 40,221,889 | 12,273,295 | 30.5140 | 12,271,742 | 1,553 | 99.9873 | 0.0126 | 0 | 92 |
|  | Poll |  | 439,641 | 1.0930 | 439,440 | 201 | 99.9542 | 0.0457 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 12,712,936 | 31.607 | 12,711,182 | 1,754 | 99.9862 | 0.0138 | 0 | 92 |
|  | Total | 379,010,682 | 348,058,821 | 91.8335 | 343,474,969 | 4,583,852 | 98.6830 | 1.3170 | 0 | 37707 |



| Resolution No. 3 | 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. |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary/ Special) | Ordinary |  |  |  |  |  |  |  |  |  |
| Whether promoter/ promoter gro.」 are interested in the agenda/resolution? |  |  |  |  |  |  |  |  |  |  |
| 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 - <br> 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 $(7)=[(5) /(2)]^{*} 100$ | Votes Invalid | Votes <br> Abstained |
| Promoter and Promoter Group | E-Voting | 256,750,911 | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Puslic- Institutions | E-Voting | 82,037,882 | 78,594,974 | 95.8033 | 78,594,974 | 0 | 100.0000 | 0.0000 | 0 | 37,615 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 78,594,974 | 95.8033 | 78,594,974 | 0 | 100.0000 | 0.0000 | 0 | 37615 |
| Pu:lic- INon Institutions | E-Voting | 40,221,889 | 12,273,295 | 30.5140 | 12,271,742 | 1,553 | 99.9873 | 0.0126 | 0 | 92 |
|  | Poll |  | 439,641 | 1.0930 | 439,439 | 202 | 99.9540 | 0.0459 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 12,712,936 | 31.607 | 12,711,181 | 1,755 | 99.9862 | 0.0138 | 0 | 92 |
|  | Total | 379,010,682 | 348,058,821 | 91.8335 | 348,057,066 | 1,755 | 99.9995 | 0.0005 | 0 | 37707 |



| Resolution No. 4 | Appointment of Mr. Manoj Mullassery Menon (DIN: 07642469) as Director of the Company liable to retire by rotation. |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary/ Spreciall | ORDINARY |  |  |  |  |  |  |  |  |  |
| Whether promoter/ promoter group are interested in the agendayresolution? | 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) | \% of Votes in favour on votes polled $(6)=[(4) /(2)]^{*} 100$ | \% of Votes against on votes polled $(7)=[(5) /(2)]^{*} 100$ | Votes Invalid | Votes <br> Abstained |
| Pramoter and Promoter Group | E-Voting | 256,750,911 | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 82,037,882 | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3230 | 5.6769 | 0 | 37,615 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3231 | 5.6769 | 0 | 37615 |
| Public- 'Yon Institutions | E-Voting | $40,221,889$ | 12,273,295 | 30.5140 | 12,259,672 | 13,623 | 99.8890 | 0.1109 | 0 | 92 |
|  | Poll |  | 439,641 | 1.0930 | 439,440 | 201 | 99.9542 | 0.0457 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 12,712,936 | 31.607 | 12,699,112 | 13,824 | 99.8913 | 0.1087 | 0 | 92 |
|  | Total | 379,010,682 | 348,058,821 | 91.8335 | 343,583,204 | 4,475,617 | 98.7141 | 1.2859 | 0 | 37707 |



| Resolution No. 5 <br> Resolution required: (Ordinary/ Sperial) | Appointment of Mr. Manoj Mullassery Menon (DIN: 07642469) as Whole-time Director of the Company for a period of 3 (three) years from 17 th October, 2019 on the aggregate remuneration not exceeding Rs. 20 million, subject to terms and conditions as set out in the Explanatory Statement. |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | ORDINARY |  |  |  |  |  |  |  |  |  |
| Whather promoter/ promoter grcup 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) | $\%$ of Votes in favour on votes polled $(6)=[(4) /(2)]^{*} 100$ | \% of Votes against on votes polled $(7)=[(5) /(2)]^{*} 100$ | Votes Invalid | Votes <br> Abstained |
| Pronote and Promoter Group | E-Voting | 256,750,911 | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Ir stitutions | E-Voting | 82,037,882 | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3230 | 5.6769 | 0 | 37,615 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3231 | 5.6769 | 0 | 37615 |
| Putlic- Non Institutions | E-Voting | 40,221,889 | 12,273,295 | 30.5140 | 12,259,003 | 14,292 | 99.8835 | 0.1164 | 0 | 92 |
|  | Poll |  | 439,641 | 1.0930 | 439,440 | 201 | 99.9542 | 0.0457 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 12,712,936 | 31.607 | 12,698,443 | 14,493 | 99.8860 | 0.1140 | 0 | 92 |
|  | Total | 379,010,682 | 348,058,821 | 91.8335 | 343,582,535 | 4,476,286 | 98.7139 | 1.2861 | 0 | 37707 |


| Resolution No. 6 | Appointment of Mr. Anil Haridass (DIN: 00266080) as Director of the Company liable to retire by rotation. |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary/ Special) | ORDINARY |  |  |  |  |  |  |  |  |  |
| Whethe promoter/ promoter grcup 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 - <br> in favour (4) | No. of Votes against (5) | \% of Votes in favour on votes poiled $(6)=[(4) /(2)] * 100$ | \% of Votes against on votes polled $(7)=[(5) /(2)]^{*} 100$ | Votes Invalid | Votes Abstained |
| Prcmot=r and Promoter Group | E-Voting | 256,750,911 | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 256,750,911 | 100.0000 | 256,750,911 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public-Institutions | E-Voting | 82,037,882 | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3230 | 5.6769 | 0 | 37,615 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 78,594,974 | 95.8033 | 74,133,181 | 4,461,793 | 94.3231 | 5.6769 | 0 | 37615 |
| Public- Non Institutions | E-Voting | 40,221,889 | 12,273,295 | 30.5140 | 12,259,672 | 13,623 | 99.8890 | 0.1109 | 0 | 92 |
|  | Poll |  | 439,641 | 1.0930 | 439,440 | 201 | 99.9542 | 0.0457 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
|  | Total |  | 12,712,936 | 31.607 | 12,699,112 | 13,824 | 99.8913 | 0.1087 | 0 | 92 |
|  | Total | 379,010,682 | 348,058,821 | 91.8335 | 343,583,204 | 4,475,617 | 98.7141 | 1.2859 | 0 | 37707 |




To,
The Chairman of the
Twenty-first Annual General Meeting ("AGM") of the Members of Mahindra CIE Automotive Limited held on Thursday, 25th day of June, 2020 at 3:00 PM, through Video-conference/ Other Audio-visual means without the physical presence of the members at the common venue.

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 remote e-voting process conducted 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 remote e-voting conducted through the e-voting system at the AGM provided by Kfin Technologies Private Limited, as under:

## ORDINARY BUSINESS

## Item No. 1 - Ordinary Resolution

Receive, consider and adopt the Audited Financial Statements (along-with Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st December, 2019 together with the reports of the Board of Directors and Auditors thereon.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Votes in favour of the <br> resolution | 204 | $347,984,732$ | 99.9995 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 7 | 1,724 | 0.0005 |  |
| Total |  |  |  |  |

## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: | ---: |
| 7 | 110,072 |

## Invalid Votes

| Number of ballots | Number of votes |
| :--- | ---: |
| 0 | 0 |

## Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Zhooben Dossabhoy Bhiwandiwala (DIN: 00110373), who was liable to retire by rotation, as Director of the Company.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | :---: |
| Votes in favour of the <br> resolution | 197 | $343,474,969$ | 98.6830 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 14 | $4,583,852$ | 1.3170 |  |
| Total | 211 | $348,058,821$ | 100 |  |

## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: | ---: |
| 7 | 37,707 |

## Invalid Votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 0 | 0 |

## SPECIAL BUSINESS

## Item No. 3 - Ordinary Resolution

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

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | ---: |
| Votes in favour of the <br> resolution | 202 | $348,057,066$ | 99.9995 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 9 | 1,755 | 0.0005 |  |
| Total |  |  |  |  |



## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 7 | 37,707 |

Invalid Votes

| Number of ballots | Number of votes |  |
| ---: | ---: | ---: |
|  | 0 | 0 |

## Item No. 4 - Ordinary Resolution

Appointment of Mr. Manoj Mullassery Menon (DIN: 07642469), as Director of the Company, liable to retire by rotation.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | :---: |
| Votes in favour of the <br> resolution | 200 | $343,583,204$ | 98.7141 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 11 | $4,475,617$ | 1.2859 |  |
| Total | 211 | $348,058,821$ |  |  |

## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 7 | 37,707 |

## Invalid Votes

| Number of ballots | Number of votes |
| :--- | ---: |
|  | 0 |

## Item No. 5 - Ordinary Resolution

Appointment of Mr. Manoj Mullassery Menon (DIN: 07642469) as Whole-time Director of the Company for a period of 3 (three) years from $17^{\text {® }}$ October, 2019 on the aggregate remuneration not exceeding Rs. 20 million subject to terms and conditions as set out in the explanatory statement.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |  |
| :--- | :--- | :--- | :--- | :--- | :--- |
| Votes in favour of the <br> resolution | 198 | $343,582,535$ | 98.7139 | Passed with <br> requisite <br> majority |  |
| Votes against the <br> resolution | 13 | $4,476,286$ | 1.2861 |  |  |
| Total | 211 | $348,058,821$ |  | 100 |  |

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## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 7 | 37,707 |

Invalid Votes

| Number of ballots | Number of votes |
| ---: | ---: | ---: |
| 0 | 0 |

## Item No. 6 - Ordinary Resolution

Appointment of Mr. Anil Haridass (DIN: 00266080), as Director of the Company liable to retire by rotation.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | ---: |
| Votes in favour of the <br> resolution | 200 | $343,583,204$ | 98.7141 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 11 | $4,475,617$ | 1.2859 |  |
| Total |  |  |  |  |

## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 7 | 37,707 |

## Invalid Votes

| Number of ballots | Number of votes |
| :--- | ---: |
| 0 | 0 |

## Item No. 7 - Ordinary Resolution

Appointment of Mr. Anil Haridass (DIN: 00266080) as Whole-time Director of the Company for a period of 3 (three) years from $10^{\text {th }}$ December, 2019 on the aggregate remuneration not exceeding Rs. 20 million, subject to terms and conditions as set out in the explanatory statement.

|  | Number of <br> ballots | Number of <br> votes | Percentage of <br> total votes | Result |
| :--- | ---: | ---: | ---: | ---: |
| Votes in favour of the <br> resolution | 198 | $343,582,535$ | 98.7139 | Passed with <br> requisite <br> majority |
| Votes against the <br> resolution | 13 | $4,476,286$ | 1.2861 |  |
| Total | 211 | $348,058,821$ |  | 100 |

## Abstained votes

| Number of ballots | Number of votes |
| ---: | ---: |
| 7 | 37,707 |

## Invalid Votes

| Number of ballots | Number of votes |
| ---: | ---: | ---: |
| 0 | 0 |

Thanking You,
Yours faithfully,


CS Sachin Bhagwat Practising Company Secretary
ACS 10189; CP No.: 6029

Countersigned by :
For Mahindra CIE Automotive Limited


Pankaj Goyal
Company Secretary

Place: Pune
Date: 26 June, 2020


