## Mahindra CIE

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

mcie.investors@mahindracie.com

www.mahindracie.com

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, 5th Floor,

Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

**NSE Scrip Code: MAHINDCIE** 

Sub: Disclosure of Voting Results of Postal Ballot in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir / Madam,

We refer to our letter dated 19th July, 2019 and 9th August, 2019 informing about the proposal of seeking consent of members, for proposed appointment and re-appointment of Independent Directors and re-appointment of Whole-time Director including remuneration payable to him, by Postal Ballot [which means voting by post i.e. by Postal Ballot Form or by electronic mode i.e., remote e-voting facility].

The voting through Postal Ballot was concluded on Tuesday, 10th September, 2019. Mr. Sachin Bhagwat, Practicing Company Secretary (ACS No. 10189) who was appointed as the scrutinizer has submitted his report dated 12th September, 2019 on the voting through Postal Ballot to the Chairman of the Company. In accordance with the said report the result of Postal Ballot was declared by the Chairman today i.e. 12th September, 2019.

In compliance with Regulation 44(3) of the Listing Regulations, the details of voting results in the prescribed format is enclosed herewith along-with the Scrutinizer's Report.

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



Marindra C.E. Automotive Lanited CIN: 1.2710005/41999/E.0121285

|   | MAHINDRA CIE AUTOMOTIVE LIMITED |
|---|---------------------------------|
| Last date of voting of Postal Ballot  | 10-09-2019                      |
| Total number of shareholders on record date (cut-off date)                    | 64,255                          |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable                  |
| Promoters and Promoter Group:   |                                 |
| Public:   |                                 |
| No. of Shareholders attended the meeting through Video Conferencing           |                                 |
| Promoters and Promoter Group:   | Not Applicable                  |
| Public:   | Not Applicable                  |

| Resolution No.  | 1                             | -                       |                   |  |                     | 5 <sup>-1</sup> 6          |  |  |
|---|-------------------------------|-------------------------|-------------------|--|---------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL RESOLUT               |                         |                   |  |                     |                            |  |  |
|   |                               | of Mr. Manojkumar       |                   |  |                     |                            | e Company, to hole                                     | office for a   |
|   | second term of 5              | (five) consecutive y    | ears commencing f | rom 29th Septembe  | er, 2019 to 28th Se | ptember, 2024.             |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                            |                         | ,                 | ,  | <u>_</u>            |                            | T  | T  |
| Category  | Mode of Voting                | No. of shares           | No. of votes      | % of Votes Polled on outstanding shares {3}=[(2)/(1}]* 100 | No. of Votes – in   | 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 |
|   | E-Voting                      |                         | 25,65,38,944      | 100.0000   | 25,65,38,944        | =                          | 100.0000   | -  |
| Promoter and Promoter Group   | Poll                          | 25.65.66.6              | -                 | -  |                     | ٥                          | -  | 12   |
|   | Postal Ballot (if             | 25,65,38,944            |                   |  |                     |                            |  |  |
| -   | applicable)                   |                         | -                 | 400,000  | 7F CF 3G 044        | 1.                         | 100.0000   | -  |
|   | Total                         | <u> </u>                | 25,65,38,944      | 100.0000   | 25,65,38,944        | 0.75.042                   |  | 1.0704   |
|   | E-Voting                      |                         | 5,19,48,066       | 78.0915  | 5,09,72,224         | 9,75,842                   | 98.1215  | 1.8784   |
| Public- Institutions  | Poll                          | 6,65,22,060             | 1                 | -  |                     | -                          | -  |  |
|   | Postal Ballot (if applicable) | V (1)                   | v=                |  | _                   | ≅                          | _  | 1=1  |
|   | Total                         |                         | 5,19,48,066       | 78.0915  | 5,09,72,224         | 9,75,842                   | 98.1215  | 1.8785   |
|   | E-Voting                      |                         | 1,99,28,209       | 35.6255  | 1,98,70,459         | 57,750                     | 99.7102  | 0.2898   |
|   | Poli                          | 946-94-0527 226-0000 mm | -///              | <u> </u>   |                     | -                          |  | -  |
| Public- Non Institutions  | Postal Ballot (if             | 5,59,38,011             | 3946              | -  |                     |                            |  |  |
|   | applicable)                   |                         | 5,880             | 0.0105   | 5,880               | 2                          | 100.0000   | (=   |
| -   | Total                         |                         | 1,99,34,089       | 35.6360  | 1,98,76,339         | 57,750                     | 99.7103  | 0.2897   |
| - ·   | Total                         | 37,89,99,015            | 32,84,21,099      | 86.6549  | 32,73,87,507        | 10,33,592                  | 99.6853  | 0.3147   |



| Resolution No.                           | 2                             |   |                    |  |                                       | - Accident                 |  |  |
|--|-------------------------------|---|--------------------|--|---------------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUT               | ION   |                    |  |                                       |                            |  |  |
|  | commencing from               | of Mr. Dhananjay Na<br>n 29th September, 2<br>f age, subject to the | 019 to the date of | Annual General Me  | eting to be held fo                   | llowing Mr. Dhanar         | njay Narendra Mun                                      | gale completing 70                                   |
| Whether promoter/ promoter group are     | 70                            |   |                    |  |                                       |                            |  |  |
| interested in the agenda/resolution?     | No                            | ,   |                    |  | · · · · · · · · · · · · · · · · · · · |                            | T  | <del></del>  |
| Category                                 | Mode of Voting                | No. of shares   | No. of votes       | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in                     | 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 |
|  |                               | neid (1)  | 25,65,38,944       | 100.0000   | 25,65,38,944                          | -                          | 100.0000   | =  |
| Promoter and Promoter Group              | E-Voting<br>Poll              | -   | 23,03,36,344       | 100.0000   | 23,03,30,344                          |                            | -  |  |
|  | Postal Ballot (if             | 25,65,38,944  |                    | -  |                                       | 0.2                        | -  | _  |
|  | Total                         | 1   | 25,65,38,944       | 100.0000   | 25,65,38,944                          | -                          | 100.0000   | -  |
|  | E-Voting                      |   | 5,19,48,066        | 78.0915  | 5,08,38,484                           | 11,09,582                  | 97.8640  | 2.1359   |
|  | Poll                          |   |                    |  | NA PARTIES                            | =                          |  | -  |
| Public- Institutions                     | Postal Ballot (if applicable) | 6,65,22,060   |                    | -  |                                       | _                          | _  | -  |
| · · · · · · · · · · · · · · · · · · ·    | Total                         |   | 5,19,48,066        | 78.0915  | 5,08,38,484                           | 11,09,582                  | 97.8641  | 2.1359   |
|  | E-Voting                      | <u> </u>  | 1,99,28,209        | 35.6255  | 1,98,70,305                           | 57,904                     | 99.7094  | 0.2906   |
| Public- Non Institutions                 | Poll Postal Ballot (if        | 5,59,38,011   |                    | -  |                                       | -                          | -  | -  |
|  | applicable)                   |   | 5,738              | 0.0103   | 5,028                                 | 710                        | 87.6263  | 12.3736  |
|  | Total                         |   | 1,99,33,947        | 35.6358  | 1,98,75,333                           | 58,614                     | 99.7060  | 0.2940   |
|  | Total                         | 37,89,99,015  | 32,84,20,957       | 86.6548  | 32,72,52,761                          | 11,68,196                  | 99.6443  | 0.3557   |





| Resolution No.                           | 3                                   |   |   |   |                                   |                               |  | - X1   |
|--|-------------------------------------|---|---|---|-----------------------------------|-------------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUT                     |   |   |   |                                   |                               |  |  |
|  | Re-appointment of consecutive years | of Mr. Suhail Amin N<br>commencing from | athani (DIN: 01089<br>12th December, 20 | 938) as an Indepen<br>19 to 11th Decemb                             | dent Director of the<br>er, 2024. | e Company, to hold            | d office for a secon                                   | d term of 5 (five)                                   |
| Whether promoter/ promoter group are     |                                     |   |   |   |                                   |                               |  |  |
| interested in the agenda/resolution?     | No                                  | <u> </u>                                |   |   |                                   |                               |  |  |
| Category                                 | Mode of Voting                      | No. of shares held (1)                  | No. of votes<br>polled (2)              | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in<br>favour (4)   | No. of Votes –<br>against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|  | E-Voting                            |   | 25,65,38,944                            | 100.0000  | 25,65,38,944                      | -                             | 100.0000   |  |
| Promoter and Promoter Group              | Poll                                | 25,65,38,944                            |   | 3,21  |                                   | -                             | _  |  |
|  | Postal Ballot (if applicable)       | 23,03,36,344                            | -                                       | <u></u>   | (=)                               |                               |  |  |
|  | Total                               |   | 25,65,38,944                            | 100.0000  | 25,65,38,944                      |                               | 100.0000   |  |
|  | E-Voting                            |   | 5,19,48,066                             | 78.0915   | 3,67,98,448                       | 1,51,49,618                   | 70.8370  | 29.1630  |
|  | Poll                                | C CE 23 050                             |   | -   |                                   | -                             |  |  |
| Public- Institutions                     | Postal Ballot (if applicable)       | 6,65,22,060                             |   | _   | -                                 |                               | -  |  |
|  | Total                               |   | 5,19,48,066                             | 78.0915   | 3,67,98,448                       | 1,51,49,618                   | 70,8370  | 29.1630  |
|  | E-Voting                            | *                                       | 1,99,28,209                             | 35.6255   | 1,98,70,493                       | 57,716                        | 99.7104  | 0.2896   |
|  | Poll                                | 1                                       |   |   |                                   |                               |  |  |
| Public- Non Institutions                 | Postal Ballot (if                   | 5,59,38,011                             | r 700                                   | 0.0103  | 5,738                             | 4-2                           | 100.0000   | _  |
|  | applicable)                         |   | 5,738<br>1,99,33,947                    | 35,6358   | 1,98,76,231                       | 57,716                        | 99.7105  | 0.2895   |
|  | Total Total                         | 37,89,99,015                            | 32,84,20,957                            | 86.6548   | 31,32,13,623                      | 1,52,07,334                   |  | 4.6304   |



| Resolution No.   | 4                             |   |  | 55 N 12  |                              |                               |                     |  |
|--|-------------------------------|---|--|--|------------------------------|-------------------------------|---------------------|--|
| Resolution required: (Ordinary/ Special)   | ORDINARY RESOL                | UTION   |  |  |                              |                               |                     |  |
|  | 29th September,               | Ar. Kadambi Naraha<br>2019 to the date of<br>hat the term shall n | Annual General Me                            | eeting to be held fo                                       | llowing Mr. Kadam            | bi Narahari comple            | te for the term com | nmencing from<br>ears of age, subjec                 |
| Whether promoter/ promoter group are   | 0 100                         |   |  |  |                              |                               |                     |  |
| interested in the agenda/resolution?   | No                            |   | <u> </u>                                     | I  |                              | <u> </u>                      |                     |  |
| Category   | Mode of Voting                | No. of shares<br>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 —<br>against (5) |                     | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|  | E-Voting                      |   | 25,65,38,944                                 | 100.0000   | 25,65,38,944                 |                               | 100.0000            |  |
| Promoter and Promoter Group  | Poli                          | 25,65,38,944  | <u>,                                    </u> | -  |                              |                               |                     | -  |
| The continues of the co | Postal Ballot (if applicable) |   | -  | _  | ≅                            | 72                            | (=)                 |  |
|  | Total                         | 3.00  | 25,65,38,944                                 | 100.0000   | 25,65,38,944                 | -                             | 100.0000            | -  |
|  | E-Voting                      |   | 5,19,48,066                                  | 78.0915  | 5,19,48,066                  |                               | 100.0000            | -  |
|  | Poll                          | 6,65,22,060   |  | -  | =                            | =                             | -                   | -  |
| Public- Institutions   | Postal Ballot (if applicable) | 6,63,22,060   | -  | _  | =                            | -                             | (4)                 |  |
|  | Total                         |   | 5,19,48,066                                  | 78.0915  | 5,19,48,066                  | -                             | 100.0000            | -  |
|  | E-Voting                      |   | 1,99,28,209                                  |  | 1,98,70,440                  | 57,769                        | 99.7101             | 0.2899   |
|  | Poll                          | 1   |  | =  | -                            | (-                            |                     |  |
| Public- Non Institutions   | Postal Ballot (if applicable) | 5,59,38,011   | 5,710  | 0.0102   | 5,000                        | 710                           | 87.5656             | 12.4343  |
|  | Total                         |   | 1,99,33,919                                  | 35.6357  | 1,98,75,440                  | 58,479                        | 99.7066             | 0.2934   |
|  |                               |   |  |  |                              |                               | 00.0000             | 0.0170   |

32,84,20,929

Total

37,89,99,015



99.9822

0.01.78

58,479

32,83,62,450

86.6548

| Resolution No.                           | 5                 |                       |                     |  |                                 |                                       | P 1000   |  |
|--|-------------------|-----------------------|---------------------|--|---------------------------------|---------------------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY RESOL    |                       |                     |  |                                 |                                       |  |  |
|  | Appointment of N  | /r. Alan Savio D'Silv | a Picardo (DIN: 085 | 13835) as an Indep   | endent Director of              | the Company, to h                     | old office for the te                                  | erm of 5 (five)                                      |
|  | consecutive years | commencing from       | 29th September, 2   | 019 to 28th Septem   | ber, 2024.                      |                                       |  |  |
| Whether promoter/ promoter group are     |                   | .8-226/               |                     |  |                                 |                                       |  |  |
| interested in the agenda/resolution?     | No                | <u> </u>              |                     |  |                                 | •                                     |  |  |
| Category                                 | Mode of Voting    | No. of shares         | No. of votes        | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in<br>favour (4) | No. of Votes –<br>against (5)         | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|  | E-Voting          | neid (2)              | 25,65,38,944        | 100.0000   | 25,65,38,944                    |                                       | 100.0000   | (=)  |
| Promoter and Promoter Group              | Poll              | 1                     | -                   | -  | 2                               |                                       |  |  |
|  | Postal Ballot (if | 25,65,38,944          |                     |  | · <del>5</del> .                | a a a a a a a a a a a a a a a a a a a | 300  |  |
|  | applicable)       |                       | -                   | -  | -                               | 32                                    | -  |  |
|  | Total             | 100 H                 | 25,65,38,944        | 100.0000   | 25,65,38,944                    |                                       | 100.0000   |  |
|  | E-Voting          |                       | 5,19,48,066         | 78.0915  | 5,19,48,066                     | 2 2                                   | 100.0000   |  |
| MINE THANKS AN INCOME DOZE               | Pol1              | C CE 22.060           |                     |  | -                               |                                       | -  |  |
| Public- Institutions                     | Postal Ballot (if | 6,65,22,060           |                     |  | ***                             |                                       |  |  |
|  | applicable)       |                       | u .                 | -  |                                 |                                       |  |  |
|  | Total             |                       | 5,19,48,066         | 78.0915  | 5,19,48,066                     | -                                     | 100.0000   | Ÿ  |
|  | E-Voting          |                       | 1,99,28,209         | 35.6255  | 1,98,70,123                     | 58,086                                | 99.7085  | 0.2915   |
|  | Poil              | T F F C 20 011        |                     | En .   |                                 |                                       |  | -  |
| Public- Non Institutions                 | Postal Ballot (if | 5,59,38,011           |                     |  | ****                            | - C                                   |  |  |
|  | applicable)       |                       | 5,738               | 0.0103   | 5,538                           | 200                                   |  | 3.4855   |
|  | Total             |                       | 1,99,33,947         | 35.6358  | 1,98,75,661                     | 58,286                                | 99.7076  | 0.2924   |
|  | Total             | 37,89,99,015          | 32,84,20,957        | 86.6548  | 32,83,62,671                    | 58,286                                | 99,9823  | 0.0177   |



| Resolution No.  | 6                                  |  |  | 200   |                                   |                                       |  | 5.010   |
|---|------------------------------------|--|--|---|-----------------------------------|---------------------------------------|--|---|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY RESOL                     |  | 13 - 1 - 10 - 10 - 10 - 10 - 10 - 10 - 1 |   |                                   |                                       |  |   |
|   | Appointment of N consecutive years | Ars. Roxana Meda Ir<br>commencing from | oriza (DIN: 085205<br>29th September, 2  | 545) as an Independ<br>019 to 28th Septem                           | ent Director of the<br>ber, 2024. | Company, to hold                      | office for a term of                                   | 5 (five)  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                 | T                                      |  |   |                                   |                                       |  | T ***   |
| Category  | Mode of Voting                     | No. of shares<br>held (1)              | No. of votes polled (2)                  | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes – in                 | No. of Votes –<br>against (5)         | % of Votes in favour on votes polled [6]=[(4)/(2)]*100 | % of Votes<br>against on votes<br>polled<br>(7)=[(5)/(2)]*100 |
|   | E-Voting                           |  | 25,65,38,944                             | 100.0000  | 25,65,38,944                      |                                       | 100.0000   |   |
| Promoter and Promoter Group   | Pol1                               | 25,65,38,944                           | -  | =   | -                                 |                                       |  | <u> </u>  |
|   | Postal Ballot (if applicable)      | 23,03,38,544                           | -  | _   | 222                               |                                       | -  |   |
|   | Total                              | 22                                     | 25,65,38,944                             | 100.0000  | 25,65,38,944                      | · · · · · · · · · · · · · · · · · · · | 100.0000   | -   |
| 3 3   | E-Voting                           |  | 5,19,48,066                              | 78.0915   | 5,19,48,066                       |                                       | 100.0000   | -   |
|   | Poll                               | 1                                      | _  | -   | -                                 |                                       |  | -   |
| Public- Institutions  | Postal Ballot (if applicable)      | 6,65,22,060                            |  | _   | _                                 | 1-1                                   | -  | -   |
|   | Total                              |  | 5,19,48,066                              | 78.0915   | 5,19,48,066                       | -                                     | 100.0000   |   |
|   | E-Voting                           | 1                                      | 1,99,28,208                              | 35.6255   | 1,98,70,261                       | 57,947                                | 99.7092  | 0.2908  |
|   | Poll                               |  | -,,                                      | -   |                                   | 1-                                    | -  | 20  |
| Public- Non Institutions  | Postal Ballot (if applicable)      | 5,59,38,011                            | 5,738                                    | 0.0103  | 5,538                             | 200                                   | 96.5144  | 3.4855  |
|   | Total                              |  | 1,99,33,946                              | 35.6358   | 1,98,75,799                       | 58,147                                | 99.7083  | 0.2917  |
|   | Total                              | 37,89,99,015                           | 32,84,20,956                             | 86.6548   | 32,83,62,809                      | 58,147                                | 99.9823  | 0.0177  |



| Resolution No.                           | 7                             | 200   |                   |   | 3. 40.00          |                |                                      |  |
|--|-------------------------------|---|-------------------|---|-------------------|----------------|--------------------------------------|--|
| Resolution required: (Ordinary/ Special) | SPECIAL RESOLUT               | ION   |                   |   |                   |                |                                      | ayay.                                    |
|  | (three) years com             | Ar. Ander Arenaza A<br>Imencing from 13th<br>Hundred Thousand | September, 2019 t |   |                   |                |                                      |  |
| Whether promoter/ promoter group are     |                               | 29 M 9 A 3223   |                   |   |                   |                |                                      |  |
| interested in the agenda/resolution?     | No                            | <u> </u>  | 1                 |   | <b>f</b> ****     | * <del>-</del> | <u> </u>                             | 1  |
| Category                                 |                               | No. of shares   | No. of votes      | % of Votes Polled<br>on outstanding<br>shares | No. of Votes – in | No. of Votes — | % of Votes in favour on votes polled | % of Votes<br>against on votes<br>polled |
|  | Mode of Voting                | held (1)  | polled (2)        | (3)=[(2)/(1)]* 100                            |                   | against (5)    |                                      | (7)=[(5)/(2)]*100                        |
| Promoter and Promoter Group              | E-Voting                      |   | 25,65,38,944      | 100.0000                                      | 25,65,38,944      |                | 100.0000                             | -  |
|  | Poll                          | 25,65,38,944  | -                 | =   | -                 | -              |                                      | -  |
|  | Postal Ballot (if applicable) | 20/00/20/3  | -                 | -   | <u></u>           | (E)            | -                                    | 1  |
|  | Total                         |   | 25,65,38,944      | 100.0000                                      | 25,65,38,944      | -              | 100.0000                             |  |
|  | E-Voting                      |   | 5,19,48,066       | 78.0915                                       | 5,19,48,066       |                | 100.0000                             | E.                                       |
| D. I. P. J. Land S. Million              | Poll                          | 6,65,22,060   | -                 |   |                   | 1.5            |                                      | ***                                      |
| Public- Institutions                     | Postal Ballot (if applicable) | 6,63,22,000   | -                 | -   |                   | 1.5            |                                      | <u></u>                                  |
|  | Total                         |   | 5,19,48,066       | 78.0915                                       | 5,19,48,066       |                | 100.0000                             | -  |
|  | E-Voting                      |   | 1,99,28,209       | 35.6255                                       | 1,99,27,789       | 420            | 99.9979                              | 0.0021                                   |
|  | Poll                          | F F0 38 022   |                   | 100 100-00                                    | 207 120           |                |                                      | =  |
| Public- Non Institutions                 | Postal Ballot (if applicable) | 5,59,38,011   | 5,710             | 0.0102  | 5,710             | 1.5)           | 100.0000                             |  |
|  | Total                         | 2 2   | 1,99,33,919       | 35.6357                                       | 1,99,33,499       | 420            | 99.9979                              | 0.0021                                   |
|  | Total                         | 37,89,99,015  | 32,84,20,929      | 86,6548                                       | 32,84,20,509      | 420            | 99.9999                              | 0.0001                                   |



### PRACTICING COMPANY SECRETARY

## Scrutinizer's Report

To, Chairman Mahindra CIE Automotive Limited Mahindra Towers, P.K. Kurne Chowk Worli Mumbai 400018

Sir,

I was appointed as a Scrutinizer by the Board of Directors of Mahindra CIE Automotive Limited ("the Company"), at its meeting held on19th July, 2019 for scrutinizing the votes cast by Postal Ballot including voting by electronic mode ("Postal Ballot"), on the items of business set out in the Notice of Postal Ballot dated 19th July, 2019. I submit my report on the result of Postal Ballot as under:

- The Company completed the dispatch of Notice of Postal Ballot on 10<sup>th</sup> August, 2019. The Notice was sent to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depositories Limited and Central Depository Services (India) Limited as on 2<sup>nd</sup> August, 2019.
- 2. The voting rights of members were considered in proportion to the paid-up value of their shares in the equity capital of the Company as on 2<sup>nd</sup> August, 2019, the cut-off date fixed by the Company.
- 3. The Notice of Postal Ballot was sent to the e-mail IDs of Members, which were registered with their Depository Participants (in the cases of dematerialized shareholding) and with the Company's Registrar and Transfer Agent (in the cases of physical shareholding). In those cases where the members had not registered their e-mail IDs, printed copies of the Notice and Postal ballot forms were sent by the permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
- 4. All Postal Ballot forms received up to 10th September, 2019, the last date fixed by the Company for receipt of the forms, were considered for scrutiny. No envelope containing Postal Ballot form was received after 10th September, 2019 up to the date of this report.

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- 6. Particulars of all the postal ballot forms received from the Members and votes cast through electronic mode have been entered in the register separately maintained for the purpose.
- 7. There was no defaced or mutilated Ballot paper.
- 8. The summary of votes cast by electronic mode and by postal ballot forms is given in **Annexure A.**
- 9. You may accordingly declare the result of the voting by Postal Ballot.

CS Sachin Bhagwat ACS 10189, CP: 6029

Mumbai, 12th September, 2019



For Mahindra CIE Automotive Limited

Hemant Luthra Chairman

Mumbai, 12th September, 2019

# Mahindra CIE Automotive Limited Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai 400018

Resolution No. 1: Special Resolution

Re-appointment of Mr. Manojkumar Madangopal Maheshwari (DIN 00012341) as an Independent Director of the Company to hold office for the second term of 5 (five) consecutive years commencing from 29th September, 2019 to 28th September, 2024.

|                       | P                         | ostal Ballot Rec | eived           | Inv                       | alid Postal B | allot*            | V                         | alid Postal Bal | lot                            |
|-----------------------|---------------------------|------------------|-----------------|---------------------------|---------------|-------------------|---------------------------|-----------------|--------------------------------|
|                       | Postal<br>Ballot<br>Forms | E-voting         | Total           | Postal<br>Ballot<br>Forms | E-voting      | Total             | Postal<br>Ballot<br>Forms | E-voting        | Total                          |
|                       | AI                        | A2               | <u>A</u> =A1+A2 | B1                        | B2            | <u>B</u> =B1 + B2 | C1=A1-<br>B1              | C2=A2-B2        | <u>C</u> =C1+C2                |
| Number of<br>Members  | 50                        | 206              | 256             | 5                         | 2             | 7                 | 45                        | 204             | 249                            |
|                       |                           |                  |                 | <del>-</del>              |               | ,                 |                           | 201             | 24.                            |
| Number of shares held | 6,182                     | 328,431,762      | 328,437,944     | 302                       | 16,543        | 16,845            | 5,880                     | 328,415,219     | 328,421,099                    |
|                       |                           | Votes in favor   | ır              | Votes against             |               |                   |                           |                 |                                |
|                       | Postal<br>Ballot<br>Forms | E-voting         | Total           | Postal<br>Ballot<br>Forms | E-voting      | Total             | % in<br>favour            | % against       |                                |
|                       | D1                        | D2               | <u>D</u> =D1+D2 | El                        | E2            | <u>E</u> =E1+E2   | (D/C)*100                 | (E/C)*100       | Remarks                        |
| Number of<br>Members  | 45                        | 179              | 224             |                           | 25            | 25                | N.A.                      | N.A.            |                                |
| Votes                 | 5,880                     | 327,381,627      | 327,387,507     | -                         | 1.033,592     | 1,033,592         | 99.6853                   | 0.3147          | Passed with requisite majority |

\* Note: Invalid votes include votes abstained



#### Resolution No. 2: Special Resolution

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 29th 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 29th September, 2019.

|                             | Po                        | stal Ballot Rece | eived                 | Inva                      | lid Postal Ba | llot*  | V                         | alid Postal Bal        | lot             |
|-----------------------------|---------------------------|------------------|-----------------------|---------------------------|---------------|--|---------------------------|------------------------|-----------------|
|                             | Postal<br>Ballot<br>Forms | E-voting         | Total                 | Postal<br>Ballot<br>Forms | E-voting      | Total  | Postal<br>Ballot<br>Forms | E-voting               | Total           |
|                             | A1                        | A2               | <u>A</u> =A1+A2       | B1                        | B2            | $\underline{\mathbf{B}} = \mathbf{B}1 + \mathbf{B}2$ | C1=A1-B1                  | C2=A2-B2               | <u>C</u> =C1+C2 |
| Number of<br>Members        | 50                        | 206              | 256                   | 6                         | 2             | 8  | 44                        | 204                    | 248             |
| Number of<br>shares<br>held | 6,182                     | 328,431,762      | 328,437,944           | 444                       | 16,543        | 16,987   | 5,738                     | 328,415,219            | 328,420,957     |
| <u> </u>                    |                           | Votes in favou   | r T                   | 3                         | Votes agains  | <u> </u>   |                           |                        | No              |
|                             |                           |                  |                       |                           |               |  |                           |                        |                 |
|                             | Postal<br>Ballot<br>Forms | E-voting         | Total                 | Postal<br>Ballot<br>Forms | E-voting      | Total  | % in<br>favour            | % against              |                 |
|                             | Ballot                    | E-voting<br>D2   | Total <u>D</u> =D1+D2 | Ballot                    |               | 7  | , ,                       | % against<br>(E/C)*100 | Remarks         |
| Number of<br>Members        | Ballot<br>Forms           |                  |                       | Ballot<br>Forms           | E-voting      | Total  | favour                    |                        | Remarks         |

<sup>\*</sup> Note: Invalid votes include votes abstained



#### Resolution No. 3: Special Resolution

Re-appointment of Mr. Suhail Amin Nathani (DIN 01089938) as an Independent Director of the Company to hold office for the second term of five consecutive years commencing from 12th December, 2019 to 11th December, 2024.

|                             | Po                                      | stal Ballot Rec | eived           | Inva                      | lid Postal Ba | llot*                | V                         | alid Postal Ba | llot            |
|-----------------------------|---|-----------------|-----------------|---------------------------|---------------|----------------------|---------------------------|----------------|-----------------|
|                             | Postal<br>Ballot<br>Forms               | E-voting        | Total           | Postal<br>Ballot<br>Forms | E-voting      | Total                | Postal<br>Ballot<br>Forms | E-voting       | Total           |
|                             | A1                                      | A2              | <u>A</u> =A1+A2 | B1                        | B2            | <u>B</u> =B1 +<br>B2 | C1=A1-<br>B1              | C2=A2-B2       | <u>C</u> =C1+C2 |
| Number of<br>Members        | 50                                      | 206             | 256             | 6                         | 2             | 8                    | 44                        | 204            | 248             |
| Number of<br>shares<br>held | 6,182                                   | 328,431.762     | 328,437,944     | 444                       | 16,543        | 16,987               | 5.738                     | 328,415,219    | 328,420,957     |
|                             | 0.0000000000000000000000000000000000000 | Votes in favou  | r               |                           | Votes against |                      |                           |                |                 |
|                             | Postal<br>Ballot<br>Forms               | E-voting        | Total           | Postal<br>Ballot<br>Forms | E-voting      | Total                | % in<br>favour            | %<br>against   | Remarks         |
|                             | D1                                      | D2              | <u>D</u> =D1+D2 | E1                        | E2            | <u>E=E1+E2</u>       | (D/C)*100                 | (E/C)*1<br>00  |                 |
| Number<br>of<br>Members     | 44                                      | 113             | 157             | -                         | 91            | 91                   | N.A                       | N.A.           |                 |
| TACHING                     | 77                                      | 113             | 13/             | <u>-</u>                  | 91            | 71                   | IN.A.                     | IN.A.          |                 |

<sup>\*</sup> Note: Invalid votes include votes abstained



#### Resolution No. 4: Ordinary Resolution

Appointment of Mr. Kadambi Narahari (DIN 05351378) as an Independent Director of the Company to hold office for the term commencing from 29th 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 29th September, 2019.

|                             |                           | ostal Ballot Rec | eived           | Inv                       | alid Postal B | allot*            | *,                        | Valid Postal Ba | llot                  |
|-----------------------------|---------------------------|------------------|-----------------|---------------------------|---------------|-------------------|---------------------------|-----------------|-----------------------|
|                             | Postal<br>Ballot<br>Forms | E-voting         | Total           | Postal<br>Ballot<br>Forms | E-voting      | Total             | Postal<br>Ballot<br>Forms | E-voting        | Total                 |
|                             | Al                        | A2               | <u>A</u> =A1+A2 | В1                        | B2            | <u>B</u> =B1 + B2 | CI=A1-<br>B1              | C2=A2-B2        | <u>C</u> =C1+C2       |
| Number<br>of                |                           |                  | <del>-</del>    |                           | 30000         | <u>=</u>          |                           |                 | <u>-</u>              |
| Members                     | 50                        | 206              | 256             | 8                         | 2             | 10                | 42                        | 204             | 246                   |
| Number<br>of shares<br>held | 6,182                     | 328,431,762      | 328,437,944     | 472                       | 16,543        | 17,015            | 5,710                     | 328,415,219     | 328,420,929           |
|                             |                           | Material Francis |                 |                           | 171 A         |                   |                           |                 |                       |
|                             | Postal<br>Ballot<br>Forms | Votes in favo    | ur<br>Total     | Postal<br>Ballot<br>Forms | Votes again   | st<br>Total       | % in<br>favour            | % against       | Remarks               |
|                             | D1                        | D2               | <u>D</u> =D1+D2 | E1                        | E2            | <u>E</u> =E1+E2   | (D/C)*100                 | (E/C)*100       |                       |
| Number<br>of<br>Members     | 37                        | 188              | 225             | 5                         | 16            | 21                | N.A.                      | N.A.            | 2                     |
|                             |                           |                  |                 |                           |               |                   |                           |                 | Passed with requisite |
|                             |                           |                  |                 |                           |               |                   |                           |                 |                       |



<sup>\*</sup> Note: Invalid votes include votes abstained

### Resolution No. 5: Ordinary Resolution

Appointment of Mr. Alan Savio D'silva Picardo (DIN 08513835) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024.

|                       | Po                        | stal Ballot Rec | Invalid Postal Ballot* |                           |                    | Valid Postal Ballot     |                           |                      |                       |
|-----------------------|---------------------------|-----------------|------------------------|---------------------------|--------------------|-------------------------|---------------------------|----------------------|-----------------------|
|                       | Postal<br>Ballot<br>Forms | E-voting A2     | Total <u>A</u> =A1+A2  | Postal<br>Ballot<br>Forms | E-<br>voting<br>B2 | Total <u>B</u> =B1 + B2 | Postal<br>Ballot<br>Forms | E-voting<br>C2=A2-B2 | Total <u>C</u> =C1+C2 |
|                       | Al                        |                 |                        |                           |                    |                         | C1=A1-B1                  |                      |                       |
| Number of<br>Members  | 50                        | 206             | 256                    | 6                         | 2                  | 8                       | 44                        | 204                  | 248                   |
| Number of shares held | 6,182                     | 328,431,762     | 328,437,944            | 444                       | 16,543             | 16,987                  | 5,738                     | 328,415,219          | 328,420,957           |
|                       |                           | Votes in favor  | ır                     |                           | Votes agai         | nst                     |                           |                      |                       |
|                       | Postal<br>Ballot<br>Forms | E-voting        | Total                  | Postal<br>Ballot<br>Forms | E-<br>voting       | Total                   | % in favour               | % against            | Remarks               |
|                       | D1                        | D2              | <u>D</u> =D1+D2        | <b>E</b> 1                | E2                 | E=E1+E2                 | (D/C)*100                 | (E/C)*100            |                       |
| Number of<br>Members  | 43                        | 188             | 231                    | 1                         | 16                 | 17                      | N.A                       | . N.A.               |                       |
|                       |                           |                 |                        |                           | 2 2 2              |                         | 1                         |                      | Passed with requisite |



<sup>\*</sup> Note: Invalid votes include votes abstained

#### Resolution No. 6: Ordinary Resolution

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 from 29th September, 2019 to 28th September, 2024.

|                       | Po                        | stal Ballot Rece | eived           | Invalid Postal Ballot*    |              |                   | Valid Postal Ballot       |             |                 |
|-----------------------|---------------------------|------------------|-----------------|---------------------------|--------------|-------------------|---------------------------|-------------|-----------------|
|                       | Postal<br>Ballot<br>Forms | l<br>t           | Total           | Postal<br>Ballot<br>Forms | E-voting     | Total             | Postal<br>Ballot<br>Forms | E-voting    | Total           |
|                       | A1                        | A2               | <u>A</u> =A1+A2 | B1                        | B2           | <u>B</u> =B1 + B2 | C1=A1-B1                  | C2=A2-B2    | <u>C</u> =C1+C2 |
| Number of<br>Members  | 50                        | 206              | 256             | 6                         | 2            | 8                 | 44                        | 204         | 248             |
| Number of shares held | 4 193                     | 328.431.762      | 328,437,944     | 444                       | 16,544**     | 16,988            | 5,738                     | 328.415.218 | 328,420,956     |
| shares held           | 6,182                     | 320,431,702      | 320,437,744     | 333                       | 10,544       | 10,700            | 5,756                     | 320,413,210 | 320,420,730     |
| shares neig           | 0,182                     |                  | -               | •                         |              |                   | 3,736                     | 320,413,216 | 320,420,330     |
| shares neig           | Postal<br>Ballot<br>Forms | Votes in favou   | -               | •                         | Votes agains |                   | % in                      | % against   | Remarks         |
| shares neig           | Postal<br>Ballot          | Votes in favou   | ır              | Postal<br>Ballot          | Votes agains | it                | % in                      |             |                 |
| Number of Members     | Postal<br>Ballot<br>Forms | Votes in favou   | ır<br>Total     | Postal<br>Ballot<br>Forms | Votes agains | t<br>Total        | % in<br>favour            | % against   |                 |

#### Note:



<sup>\*</sup> Invalid votes include votes abstained

<sup>\*\*</sup>includes one folio of shareholder who voted for less number of shares than held

#### Resolution No. 7: Special Resolution

Re-appointment of Mr. Ander Arenaza Alvarez (DIN 07591785) as a Whole-time Director of the Company for a term of 3 (three) years commencing from 13<sup>th</sup> September, 2019 to 12<sup>th</sup> September, 2022 and approval of remuneration payable to him.

| _                     | Pos                       | tal Ballot Rece | ived                  | Inva                            | ilid Postal B  | allot*                  | Valid Postal Ballot                   |                      |                                |
|-----------------------|---------------------------|-----------------|-----------------------|---------------------------------|----------------|-------------------------|---------------------------------------|----------------------|--------------------------------|
|                       | Postal<br>Ballot<br>Forms | Ballot          | Total <u>A</u> =A1+A2 | Postal<br>Ballot<br>Forms<br>B1 | E-voting<br>B2 | Total <u>B</u> =B1 + B2 | Postal<br>Ballot<br>Forms<br>CI=A1-B1 | E-voting<br>C2=A2-B2 | Total <u>C</u> =C1+C2          |
|                       | A1                        |                 |                       |                                 |                |                         |                                       |                      |                                |
| Number of<br>Members  | 50                        | 206             | 256                   | 8                               | 2              | 10                      | 42                                    | 204                  | 246                            |
| Number of shares held | 6,182                     | 328,431,762     | 328,437,944           | 472                             | 16,543         | 17,015                  | 5,710                                 | 328,415,219          | 328,420,929                    |
|                       | Votes in favour           |                 | Votes against         |                                 |                |                         |                                       |                      |                                |
|                       | Postal<br>Ballot<br>Forms | E-voting        | Total                 | Postal<br>Ballot<br>Forms       | E-voting       | Total                   | % in<br>favour                        | % against            | Remarks                        |
|                       | D1                        | D2              | <u>D</u> =D1+D2       | E1                              | E2             | <u>E</u> =E1+E2         | (D/C)*100                             | (E/C)*100            | *                              |
| Number of<br>Members  | 42                        | 190             | 232                   | -                               | [4             | 14                      | N.A.                                  | N.A.                 |                                |
| Votes                 | 5.710                     | 328,414,799     | 328,420,509           | -                               | 420            | 420                     | 99,9999                               | 0.0001               | Passed with requisite majority |

<sup>\*</sup> Note: Invalid votes include votes abstained

