Mahindra CIE

Mahindra CIE Automotive Ltd
Mahindra Towers, 1st Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018, India
Tel: +91 22 24901441
Fax: +91 22 24915890
www.mahindracie.com
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February 21, 2015

1.	**National Stock Exchange of India Ltd.** Listing Department Exchange Plaza 5th Floor, Plot No. C/1, G Block Bandra – Kurla Complex Bandra (East) Mumbai – 400 051 **NSE Scrip Code: MAHINDCIE**	2.	**Bombay Stock Exchange Limited** Listing Department Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai – 400 001 **BSE Scrip Code: 532756**

Dear Sir / Madam,

Sub: Postal Ballot (which includes e-voting) for approval of shareholders

We wish to inform you that the Company is seeking approval of its shareholders by Postal Ballot (which includes electronic voting) for the following item of businesses:

(i) authorising the Board of Directors of the company to give loans to any of the subsidiaries of the Company, to give guarantee or provide security in connection with a loan made by any person to any of the subsidiaries of the company, to acquire by way of subscription, purchase or otherwise, the securities of any body corporate upto an aggregate amount not exceeding Rs. 25,000,000,000 (Rupees Two Thousand Five Hundred Crore) including the existing loans / guarantees / securities provided or investments made by the Company, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

(ii) approving Related Party Transactions, entered into or to be entered into, with Mahindra and Mahindra Limited upto Rs. 12,000,000,000 (Rupees One Thousand Two Hundred Crore) being the maximum Value of Transactions per annum with effect from 1st April, 2014 and every year thereafter;

(iii) alteration of Article 144(5), Article 179, Article 148(2) and Article 148(6) of the Articles of Association of the Company;

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(iv) appointment of Mr. Suhail Nathani (DIN: 01089938), as an Independent Director of the Company for 5 (five) consecutive years commencing from 12th December, 2014;

(v) appointment of Mr. Pedro Jesus Echegaray Larrea (DIN: 06713892) as a Director liable to retire by rotation;

(vi) approval of Appointment and Remuneration of Mr. Pedro Jesus Echegaray Larrea (DIN: 06713892) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 21st October, 2014;

(vii) approval of Appointment and Remuneration of Mr. Hemant Luthra (DIN: 00231420) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 1st April, 2015;

(viii) approval of appointment and remuneration of Mr. K. Ramaswami (DIN: 00517598) as a Managing Director of the Company for a further period of 3 (Three) years with effect from 4th October, 2014 to 3rd October, 2017.

The Board of Directors of the Company has appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Company will be sending the Notices of Postal Ballot to all the shareholders whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on 13th February, 2015. The voting rights of Shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, 13th February, 2015 (cut-off Date).

Kindly make note of the above.

Yours faithfully,

For Mahindra CIE Automotive Limited

Krishnan Shankar
Company Secretary & Head – Legal

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Membership Number – F3482