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
mcie.investors@mahindracie.com

13th October, 2016

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: Amendment in Memorandum & Articles of Association

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Schedule III.

Dear Sir/Madam,

The shareholders of the Company have accorded their approval for reclassification of shares capital of the Company and consequential amendment in Memorandum & Articles of Association of the Company at the Extraordinary General Meeting of the Company was held today i.e. on 13th day of October, 2016 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed the amended copy of the Memorandum and Articles of Association of the Company.

Kindly acknowledge and take the above on the records.

Thanking you,
Yours faithfully,

For Mahindra CIE Automotive Limited

Krishnan Shankar
Company Secretary and Head - Legal
Membership No. 3482
Place: Mumbai

MAHINDRA CIE AUTOMOTIVE LTD. MUMBAI

Encl: Memorandum and Articles of Association & Certified True Copy of the Special Resolutions

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CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 13TH OCTOBER, 2016 AT 3.00 P.M. AT RAMA & SUNDRI WATUMULL AUDITORIUM, KISHINCHAND CHELLARAM COLLEGE, 124, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI 400 020.

1. **To reclassify the existing Authorised Share Capital of Rs. 4,869,426,365/- of the Company consisting of 395,000,000 Equity Shares of Rs. 10/- each and 29,658,915 4% Non Cumulative Redeemable Non Convertible Preference Shares of Rs. 31/- each into:**

   i) **486,942,621 Equity Shares of Rs. 10/- each aggregating Rs. 4,869,426,210 and**
   ii) **5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of Rs. 31 each aggregating Rs. 155/-**
   and consequential amendment to Clause V of Memorandum of Association:

   "**RESOLVED THAT** pursuant to the provisions of Sections 13, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force (the 'Act'), the approval of the shareholders be and is hereby accorded to reclassify the existing Authorised Share Capital of Rs. 4,869,426,365/- of the Company consisting of 395,000,000 Equity Shares of Rs. 10/- each and 29,658,915 (4% Non Cumulative Redeemable Non Convertible) Preference Shares of Rs. 31/- each into

   i) 486,942,621 Equity Shares of Rs. 10 each aggregating Rs. 4,869,426,210 and

   ii) 5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of Rs. 31 each aggregating Rs. 155

   RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following Clause V:

   V. The Authorised Share Capital of the Company is Rs. 4,869,426,365 (Rupees four billion eight hundred sixty nine million four hundred twenty six thousand three hundred sixty five only) divided into 486,942,621 (Four hundred and eighty six million nine hundred fourty two thousand six hundred twenty one only) Equity Shares of Rs. *10 (Rupees ten only) each aggregating* Rs. *4,869,426,210*

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(Rupees four billion eight hundred sixty nine million four hundred twenty six thousand two hundred ten only) and 5 (Five) 4% (Four percent) Non Cumulative Redeemable Non Convertible Preference Shares of Rs. *31 (Rupees thirty one only) each aggregating* Rs. *155 (Rupees one hundred fifty five only), with power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force.*

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any committee thereof or any one or more Directors/Officials of the Company authorised by the Board) to take all steps and do all acts and things as may be necessary in relation to completion of all the legal formalities/procedures as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

2. **Substitution of Article 3 of the Articles of Association of the Company consequent to reclassification of Authorised Share Capital of the Company:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the Act), the existing Article 3 of the Articles of Association of the Company be and is hereby substituted with the following Article 3:

3. *The Authorised Share Capital of the Company is* Rs. *4,869,426,365 (Rupees four billion eight hundred sixty nine million four hundred twenty six thousand three hundred sixty five only) divided into 486,942,621 (Four hundred and eighty six million nine hundred forty two thousand six hundred twenty one only) Equity Shares of* Rs. *10 (Rupees ten only) each aggregating* Rs. *4,869,426,210 (Rupees four billion eight hundred sixty nine million four hundred twenty six thousand two Hundred ten only) and 5 (Five) 4% (Four percent) Non Cumulative Redeemable Non Convertible Preference Shares of* Rs. *31 (Rupees thirty one only) each aggregating* Rs. *155 (Rupees one hundred fifty five only), with power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights,*

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privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force.

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution, approval of the Company be accorded to the Board of Directors of the Company (including any committee thereof or any one or more Directors/ Officials of the Company authorised by the Board) to take all steps and do all acts and things as may be necessary in relation to completion of all the legal formalities/procedures as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

CERTIFIED TRUE COPY
For Mahindra CIE Automotive Limited

Krishnan Shankar
Company Secretary and Head - Legal
Membership No. 3482

Date: 13th October, 2016
Place: Mumbai