NOTICE

THE FIFTEENTH ANNUAL GENERAL MEETING OF MAHINDRA CIE AUTOMOTIVE LIMITED will be held at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai – 400 025 on Monday, the 29th day of September, 2014 at 3.30 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Hemant Luthra (DIN: 00231420), who retires by rotation and being eligible, offers himself for re-appointment.

3. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the next AGM of the Company, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Antonio Maria Pradera Jáuregui (DIN: 06704890), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."

5. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."

6. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Daljit Mirchandani, (DIN: 00022951), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was not liable to retirement by rotation at this Annual General Meeting under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

7. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Manoj Maheshwari, (DIN: 00012341), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be

appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

8. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Dhananjay Mungale, (DIN: 00007563), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

9. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Jose Ramon Berecibar Mutiozabal, (DIN: 06704914), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

10. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Jose Sabino Velasco Ibanez, (DIN: 06704932), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th October, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

11. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Mr. Juan Maria Bilbao, (DIN: 06963805), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

12. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement as amended from time to time, Ms. Neelam Deo, (DIN: 02817083), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 29th September, 2014."

13. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Zhooben Bhiwandiwala (DIN:00110373), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th July, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."

14. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm Registration Number 00030), appointed by the Board of Directors of the Company as Cost Auditors, if applicable and required, for conducting the audit of the Cost Records of the Company for the Financial Year ending 31st March, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board of Directors be authorised 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."

15. **To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members at the Annual General Meeting of the Company held on 25th July, 2007 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules made thereunder, approval of the Members be and is hereby accorded to authorise the Board of Directors of the Company (the Board) which shall deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s), to borrow moneys in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crore (Rupees Five Hundred Crore only) over and above the aggregate of the paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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 question, difficulty or doubt that may be necessary, proper, desirable or expedient to give effect to this resolution."

16. **To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules made thereunder, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the Board) which shall deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s), to mortgage/ charge/hypothecate/encumber any of its movable and/or immovable properties wherever situated both present and future or to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create mortgage/charge/hypothecate/encumber, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institution(s) or Body(ies) Corporate or Person(s), whether the Members of the Company or not, together with interest, cost, charges and expenses thereon for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) over and above the aggregate of the paid-up capital and free reserves (that is, reserves not set apart for any specific purpose) of the Company.

RESOLVED FURTHER THAT mortgage/charge/hypothecate/encumber to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the mortgage/charge/hypothecation/encumbrance already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ papers/agreements 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 question, difficulty or doubt relating thereto that may arise in regard to creating mortgage /charge as aforesaid."

Notes:

1) The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.

2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.

3) Members/Proxies/Representatives are requested to bring the duly filled-in and signed Attendance Slip enclosed herewith for attending the Meeting.

4) In the case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated.

5) Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation letter/resolution authorising them should be deposited with the Company/RTA/Scrutinizer.

6) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their Registered Office at Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034.

7) The Register of Members and Transfer Books of the Company will be closed from Monday 22nd September, 2014 to Monday, 29th September, 2014 (both days inclusive).

8) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2013-14 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy Computershare Private Limited (in case of Shares held in physical form). Members holding shares in physical form can also fill-in the enclosed email registration form and send it to mcie.investors@mahindra.com

9) Members may also note that the Notice of the ensuing Annual General Meeting and the Annual Report for the year 2013 - 2014 will also be available on the Company's website: www.mahindra-cie.com. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the Company's investor email id: mcie.investors@mahindra.com

10) Members can avail right of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

11) **Appointment/Re-appointment of Directors and their Shareholding in the Company.**

Mr. Antonio Maria Pradera Jáuregui, Mr. Jesus Maria Herrera Barandiaran, Mr. Manoj Maheshwari, Mr. Dhananjay Mungale, Mr. Jose Ramon Berecibar, Mr. Jose Sabino Velasco Ibanez, Ms. Neelam Deo and Mr. Juan Maria Bilbao seeking appointment(s) does not hold any share(s) in the Company.

As on 29th July, 2014, Mr. Hemant Luthra and Mr. Daljit Mirchandani, who are seeking re-appointment/Appointment, holds 51,000 shares and 11,250 shares of the Company respectively.

For the information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being appointed, re-appointed for Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement is annexed to the Corporate Governance Report and forms part of the Annual Report.

12) Members are requested to:

a) intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

b) in case of Shares held in dematerialised form, intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c) quote their folio numbers/Client ID/DP ID in all correspondence; and

d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

13) Voting through electronic means:

i. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members for the items of Business to be transacted at the 15th Annual General Meeting. The Company is providing this e-voting facility to the members who are the members as on Friday, 29th August, 2014 (End of Day) being the "Cut-off date" fixed for the purpose, to exercise their right to vote at the 15th AGM by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

ii. The e-voting period commences on Monday, 22nd September, 2014 at 10:00 A.M (IST). and ends on Wednesday, 24th September, 2014 at 5:00 P.M (IST). During the e-voting period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is 29th August, 2014. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 29th August, 2014.

iv. The Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein below:

The instructions for e-voting are being as under;

A) In case of shareholders receiving email from CDSL:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details fiel**d.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Mahindra CIE Automotive Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non – Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B) In case of shareholders receiving physical copy of notice by post and voting electronically:

I) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

II) The voting period begins on Monday, 22nd September, 2014 at 10:00 A.M. and ends on Wednesday, 24th September, 2014 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

III) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.

14) The Company has appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the scrutinizer to conduct the e-voting as well as voting process by poll in a fair and transparent manner.

15) Once the vote on a resolution stated in this notice is cast by shareholder electronically (e-voting), the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.

16) The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

17) Upon completion of scrutiny of the votes casted under e-voting, and poll at Annual General meeting the Scrutinizer will submit his report to the Chairman, accordingly the results will be declared within two days of passing of resolution at Annual General Meeting of the Company. The result will also be communicated to the stock exchanges where your Company's shares are listed and also be made available on the website of the Company i.e. www.mahindra-cie.com.

All documents referred in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act 2013, will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 15th Annual General Meeting of the Company.

By Order of the Board

Krishnan Shankar
Company Secretary & Head - Legal

Registered Office :
Mahindra CIE Automotive Limited
(Formerly known as Mahindra Forgings Limited)
Mahindra Towers,
P. K. Kurne Chowk,
Worli, Mumbai - 400 018.
CIN: L27100MH1999PLC121285
e-mail: mcie.investors@mahindra.com
Website: www.mahindra-cie.com
Tel: +91 22 24931441
Fax: +91 2135 663407

29th July, 2014

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

ITEM NO.4

The Board had appointed Mr. Antonio María Pradera Jáuregui as an Additional Director on the Board of the Company at its meeting held on 4th October, 2013.

Pursuant to Section 161 of the Companies Act, 2013 he will hold office up to the date of ensuing Annual General Meeting and need to be re-appointed at the said meeting.

Pursuant to Section 160 of the Companies Act, 2013, non-retiring director shall be eligible to be appointed at a general meeting, if he or some member intending to propose him as a director, has not less than 14 days before the meeting left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a director or as the case may be, the intention of such member to propose him as a candidate for that office along with the deposit of one lakh rupees, which shall be refunded to such person or as the case may be to a member if the person proposed gets elected as a director.

The Company has received a Notice in writing from a Member along-with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

A brief resume of Mr. Antonio María Pradera Jáuregui, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to the Corporate Governance Report which forms part of Annual Report

None of the Director(s) or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Antonio María Pradera Jáuregui and his relatives.

The Directors recommend the Resolution set out at Item No. 4 as an Ordinary Resolutions, for the approval of the Shareholders.

ITEM NO.5

The Board had appointed Mr. Jesus Maria Herrera Barandiaran as an Additional Director on the Board of the Company at its meeting held on 4th October, 2013.

Pursuant to Section 161 of the Companies Act, 2013 a director(s) will hold office up to the date of ensuing Annual General Meeting of the Company and need to be re-appointed at the said meeting.

Pursuant to Section 160 of the Companies Act, 2013, non-retiring director shall be eligible to be appointed at a general meeting, if he or some member intending to propose him as a director, has not less than 14 days before the meeting left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a director or as the case may be, the intention of such member to propose him as a candidate for that office along with the deposit of one lakh rupees, which shall be refunded to such person or as the case may be to a member if the person proposed gets elected as a director.

The Company has received a Notice in writing from a Member along-with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

A brief resume of Mr. Jesus Maria Herrera Barandiaran, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to the Corporate Governance Report which forms part of Annual Report

None of the Director(s) or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Jesus Maria Herrera Barandiaran and his relatives.

The Directors recommend the Resolution set out at Item No. 5 as an Ordinary Resolutions, for the approval of the Shareholders.

ITEM Nos. 6 to 12

As per Section 149 of the Companies Act, 2013 ("the Act"), the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An independent director shall hold office for a term of up to five consecutive years on the Board of a company and no independent director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the Independent Directors.

As per Clause 49(I)(A) of the Listing Agreement, in case the Chairman is an executive director or a Promoter or is related to any promoter, at least one-half of the Board of the company shall consist of Independent Directors.

The Board of Directors appointed Mr. Manoj Maheshwari, Mr. Dhananjay Mungale, Mr. Jose Ramon Berecibar Mutiozabal and Mr. Jose Sabino Velasco Ibanez as Additional Directors on 4th October, 2013 who are Independent Directors of the Company in terms of Clause 49 of the Listing Agreement. Pursuant to Section 161 of the Companies Act, 2013 the additional directors will hold office up to the date of the ensuing Annual General Meeting.

Mr. Daljit Mirchandani, the Director of the Company is an Independent Director in terms of Clause 49 of the Listing Agreement, whose office is not liable to retire by rotation at the ensuing Annual General Meeting.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 29th July, 2014 has proposed the appointment of Mr. Manoj Maheshwari, Mr. Dhananjay Mungale, Mr. Jose Ramon Berecibar Mutiozabal, Mr. Jose Sabino Velasco Ibanez and Mr. Daljit Mirchandani as Independent Directors, who shall hold office on the Board of the Company for a fixed period of 5 (five) consecutive years as stated in the respective Resolutions proposed in the notice as item nos. 6 to 10. At the same meeting the Board considered the candidature of Mr. Juan Maria Bilbao and Ms. Neelam Deo as Independent Directors of the

Company and recommended their appointment to the members as stated in the respective Resolutions proposed in the notice as item nos. 11 and 12.

The Company has received Notices in writing from Members alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidatures of Mr. Manoj Maheshwari, Mr. Dhananjay Mungale, Mr. Jose Ramon Berecibar Mutiozabal Mr. Jose Sabino Velasco Ibanez, Mr. Daljit Mirchandani, Mr. Juan Maria Bilbao and Ms. Neelam Deo (together referred as appointees) for the office of Independent Directors of the Company.

The Company has received declarations from each of the appointees mentioned above that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Further, the above-mentioned appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent in writing to act as Directors of the Company and consequent to appointment(s) of respective appointee(s), he/ they shall not be liable to retire by rotation in terms of explanation to Section 152(6) of the Act.

All the above mentioned appointees are persons of integrity and possess appropriate skills, experience, knowledge and qualifications in their respective fields which are beneficial to the interests of the Company.

In the opinion of the Board, the above mentioned appointees fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules framed thereunder. These Directors are independent of the management.

A brief resume of the above mentioned Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to the Corporate Governance Report which forms part of Annual Report.

Keeping in view the vast experience and knowledge which these Directors possess, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent Directors.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The above Independent Directors are interested in the Resolutions as set out at Item Nos. 6 to 12 of the Notice to the extent of their respective appointments and shareholding interest, if any, in the Company.

The relatives of the above mentioned Independent Directors viz. Mr. Manoj Maheshwari, Mr. Dhananjay Mungale, Mr. Jose Ramon Berecibar Mutiozabal Mr. Jose Sabino Velasco Ibanez, Mr. Daljit Mirchandani, Mr. Juan Maria Bilbao and Ms. Neelam Deo may be deemed to be interested in the Resolutions set out at Item Nos.6 to 12 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions except to the extent of their shareholding interest, if any, in the Company.

The Directors recommend the Resolutions set out at Item Nos. 6 to 12 as an Ordinary Resolutions, for the approval by the Shareholders.

ITEM No. 13

The Board had appointed Mr. Zhooben Bhiwandiwala as an Additional Director on the Board of the Company at its meeting held on 29th July, 2014.

Pursuant to Section 161 of the Companies Act, 2013 he will hold office up to the date of ensuing Annual General Meeting of the Company and need to be re-appointed at the said meeting.

Pursuant to Section 160 of the Companies Act, 2013, non-retiring director shall be eligible to be appointed at a general meeting, if he or some member intending to propose him as a director, has not less than 14 days before the meeting left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a director or as the case may be, the intention of such member to propose him as a candidate for that office along with the deposit of one lakh rupees, which shall be refunded to such person or as the case may be to a member if the person proposed to get elected as a director.

The Company has received a Notice in writing from Members along-with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

A brief resume of Mr. Zhooben Bhiwandiwala, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to the Corporate Governance Report which forms part of Annual Report

None of the Director(s) or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Bhiwandiwala and his relatives.

The Directors recommend the Resolution set out at Item No. 13 as an Ordinary Resolutions, for the approval of the Shareholders.

ITEM NO. 14

The Board of Directors, at its Meeting held on 29th April, 2014, on the recommendation of the Audit Committee, approved the appointment of Mr. Dhananjay V. Joshi & Associates, Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the year ending 31st March, 2015, if the same is applicable and required, at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a company are required to ratify the remuneration to be paid to the cost auditors

of the company.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No.14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

The Directors recommend the Resolution set out at Item No. 14 as an Ordinary Resolution, for the approval of the Shareholders.

ITEM NO. 15

The Members at its meeting held on 25th May, 2007, had authorised the Board of Directors of the Company to borrow the funds upto Rs. 500 crore (Rupees Five Hundred Crore only) above the statutory limits over and above the aggregate of the paid-up capital and free reserves of the Company. However, the resolution was passed as an Ordinary Resolution as per the requirement of Companies Act, 1956.

As the Companies Act, 2013, effective from 1st April, 2014, requires a Special Resolution of the members for the purpose under the requirements of Section 180 (1) (c) of the Act.

In view of the above, your Directors recommend to the Members to pass a special resolution under the provisions of Section 180(1)(c) of the Companies Act, 2013 so as to enable the Board of Directors of the Company to borrow an amount within overall limit, as and when necessary.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except to the extent of their shareholding in the Company.

The Directors recommend the Resolution set out at Item No. 15 as Special Resolution, for the approval of the Shareholders.

ITEM NO. 16

The borrowings of the Company are in general required to be secured by mortgages/ charges / hypothecation or encumbrances on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be stipulated by the lender(s) and accepted by the Board of Directors of the Company from time to time.

The mortgages and / or charges by the Company of its movable and immovable properties and/ or the whole or any part of the undertaking(s) of the Company in favour of any Bank(s) or Financial Institution(s) or Body(ies) Corporate or Person(s) with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

In view of the above, your Directors recommend to the Members to pass a Special Resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013 so as to enable the Board of Directors of the Company to create mortgage and/ or charge for securing the borrowings of the Company, as and when necessary.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except to the extent of their shareholding in the Company.

The Directors recommend the Resolution set out at Item No. 16 as Special Resolution, for the approval of the Shareholders.

By Order of the Board

Krishnan Shankar
Company Secretary & Head - Legal

Registered Office :
Mahindra CIE Automotive Limited
(Formerly known as Mahindra Forgings Limited)
Mahindra Towers,
P. K. Kurne Chowk,
Worli, Mumbai - 400 018.
CIN: L27100MH1999PLC121285
e-mail: mcie.investors@mahindra.com
Website: www.mahindra-cie.com
Tel: +91 22 24931441
Fax: +91 2135 663407

29th July, 2014

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MAHINDRA CIE AUTOMOTIVE LIMITED

(Formerly known as Mahindra Forgings Limited)

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.

CIN: L27100MH1999PLC121285

Website: www.mahindra-cie.com; **email:** mcie.investors@mahindra.com;

Tel: +91 22 2493 1441; **Fax:** +91 2135 663407

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name:_____ E-mail Id:_____

   Address:_____

   _____ Signature:_____ , or failing him

2. Name:_____ E-mail Id:_____

   Address:_____

   _____ Signature:_____ , or failing him

3. Name:_____ E-mail Id:_____

   Address:_____

   _____ Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on the 29th day of September, 2014 at 3.30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai – 411 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Hemant Luthra, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Re-appointment of Messrs B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W) the retiring Auditors of the Company, as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company.		
4.	Appointment of Mr. Antonio Maria Pradera Jáuregui as a Director liable to retire by rotation.		
5.	Appointment of Mr. Jesus Maria Herrera Barandiaran as a Director liable to retire by rotation		
6.	Appointment of Mr. Daljit Mirchandani, as an Independent Director for 5 (five) consecutive years commencing from 29th September, 2014.		
7.	Appointment of Mr. Manoj Maheshwari, as an Independent Director for 5 (five) consecutive years commencing from 29th September, 2014.		
8.	Appointment of Mr. Dhananjay Mungale, as an Independent Director for 5 (five) consecutive years commencing from 29th September, 2014.		

(P.T.O)

Resolution No.	Description	For	Against
9.	Appointment of Mr. Jose Ramon Berecibar Mutiozabal, as an Independent Director for 5(five) consecutive years commencing from 29th September, 2014.		
10.	Appointment of Mr. Jose Sabino Velasco Ibanez, as an Independent Director for 5(five) consecutive years commencing from 29th September, 2014.		
11.	Appointment of Mr. Juan Maria Bilbao, as an Independent Director for 5(five) consecutive years commencing from 29th September, 2014.		
12.	Appointment of Ms. Neelam Deo, as an Independent Director for 5 (five) consecutive years commencing from 29th September, 2014.		
13.	Appointment of Mr. Zhooben Bhiwandiwala as a Director liable to retire by rotation.		
14.	Approval of the remuneration payable to Messrs Dhananjay V. Joshi & Associates., Cost Accountants, the Cost Auditors of the Company.		
15.	Approval of borrowing limits, under Section 180 (1)(c) of the Companies Act, 2013, not exceeding Rs. 500 crore over and above the aggregate of paid-up capital and free reserves.		
16.	Approval to mortgage/ charge / hypothecate / encumber any of Company's movable and / or immovable properties, in favour of any Bank(s) or Financial Institutions or Body(ies) Corporate or Person(s), under Section 180 (1)(a) of the Companies Act, 2013, for an amount not exceeding Rs. 500 crore over and above the aggregate of paid-up capital and free reserves.		

Signed this _____ day of _____ 2014.

Affix Revenue Stamp

_____ Signature of shareholder

_____ Signature of proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

MAHINDRA CIE AUTOMOTIVE LIMITED

(Formerly known as Mahindra Forgings Limited)
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.
CIN: L27100MH1999PLC121285
Website: www.mahindra-cie.com; **email:** mcie.investors@mahindra.com;
Tel: +91 22 2493 1441; **Fax:** +91 2135 663407

ATTENDANCE SLIP

15th ANNUAL GENERAL MEETING OF EQUITY SHAREHOLDERS ON MONDAY, 29TH SEPTEMBER, 2014 AT 3.30 P.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I/We hereby record my/our presence at the 15th Annual General Meeting of the Equity Shareholders of Mahindra CIE Automotive Limited, held at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai – 400 025 on Monday, the 29th day of September, 2014 at 3.30 p.m..

Name and address of Equity Shareholder (**IN BLOCK LETTERS**)

_____

_____

_____

Signature : _____

Regd. Folio No.	Client ID No.	DP ID No.	No. of Shares

Name of Proxy* (**IN BLOCK LETTERS**)

_____

Signature : _____

* (To be filled in by the Proxy in case he/she attends instead of the shareholder)

NOTE: Equity Shareholders attending the Meeting in person or by proxy or through authorised representative are requested to complete and bring the Attendance Slip and hand it over at the entrance of the meeting hall.

MAHINDRA CIE AUTOMOTIVE LIMITED

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Tel: +91 22 2493 1441; **Fax:** +91 2135 663407

Dear Shareholders,

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository.

It is a welcome more for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of **Mahindra CIE Automotive Limited** to contribute to the cause of Green Initiative.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode.

Let's be a part of this 'Green Initiative'!

Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.

Yours sincerely,
For Mahindra CIE Automotive Limited

Krishnan Shankar
Company Secretary & Head - Legal

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID and Client ID: .....

Name of the 1st Registered Holder: .....

Name of the Joint Holder[s]: .....

.....

Registered Address: .....

.....

.....

E-mail ID [to be registered]: .....

I/ We shareholder[s] of **Mahindra CIE Automotive Limited** agree to receive communication from the Company in electronic mode.

Please register my above e-mail ID in your records for sending communication in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change