

17th May, 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, 5 th Floor, Plot no.C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Scrip Code: MAHINDCIE
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Sub: Voting Result of the 17th Annual General Meeting and Proceedings / Certified copy of Resolutions passed thereat.

**Ref: (i) Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Schedule III
(ii) Regulation 44(3) of the Listing Regulations**

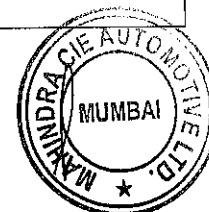
Dear Sir/Madam,

We refer to our letter dated 20th April, 2016 intimating the details of Annual General Meeting (AGM), date of Book Closure, Cut-off date for e-Voting etc.

The 17th Annual General Meeting of shareholders of the Company was held today i.e. 17th May, 2016 at 3.30 P.M. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025. The meeting was concluded at 5.10 p.m.

The summary of consolidated voting Results, which includes votes cast by the remote e-voting facility and votes cast through Ballot at the AGM, in respect of the businesses transacted at the AGM, as per the Scrutinizer's Report dated 17th May, 2016 is as follows:

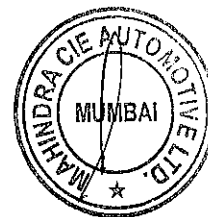
Agenda Item No.	Resolutions	Result
1	To receive, consider and adopt: a) Standalone Audited Financial Statements of the Company for the Financial Year ended 31 st December, 2015 (covering a period of nine months from 1 st April, 2015 to 31 st December, 2015) together with the Reports of the Board of Directors and Auditors thereon, and	Passed with requisite majority



Agenda Item No.	Resolutions	Result
	b) Audited Consolidated Financial Statements of the Company for the Financial Year 31 st December, 2015 (covering a period of nine months from 1 st April, 2015 to 31 st December, 2015) together with the Reports of the Auditors thereon.	
2	Re-appointment of Mr. Hemant Luthra (DIN 00231420), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.	Passed with requisite majority
3	Re-appointment of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.	Passed with requisite majority
4	Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), Chartered Accountants as Auditors of the Company 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.	Passed with requisite majority
5	Approval of the Remuneration payable to Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030) as the Cost Auditor of the Company.	Passed with requisite majority

Pursuant to Regulation 44(3) of the Listing Regulations the result of voting in the prescribed form along-with the consolidated Report of the Scrutinizer is enclosed herewith.

Further pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed the proceedings/certified true copy of the resolutions passed at the AGM of the Company.



Kindly acknowledge and take the same on the record.

Thanking you,

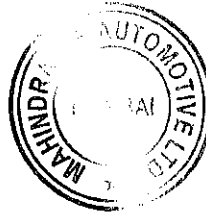
Yours faithfully,

For Mahindra CIE Automotive Limited



Krishnan Shankar

Company Secretary and Head - Legal



	MAHINDRA CIE AUTOMOTIVE LIMITED
Date of the AGM/EGM	17th May, 2016
Total number of shareholders on record date	55361
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	66
Total	72
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	No Video Conferencing Facility was made available
Public:	



Agenda wise disclosure

Agenda Item No. 1	<p>To receive, consider and adopt:</p> <p>a) Standalone Audited Financial Statements of the Company for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April, 2015 to 31st December, 2015) together with the Reports of the Board of Directors and Auditors thereon, and</p> <p>b) Audited Consolidated Financial Statements of the Company for the Financial Year 31st December, 2015 (covering a period of nine months from 1st April, 2015 to 31st December, 2015) together with the Reports of the Auditors thereon.</p>							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241,823,012	241,823,012	100.0000	241,823,012	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	241,823,012	241,823,012	100.00	241,823,012	0	100.0000	0.0000
Public- Institutions	E-Voting	43,485,989	25,430,385	58.4795	25,430,385	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	43,485,989	25,430,385	58.4795	25,430,385	0	100.0000	0.0000
Public- Non Institutions	E-Voting	38,212,493	6,076,483	15.9018	6,076,472	11	99.9998	0.0002
	Poll		39,323	0.1029	39,323	0	100.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	38,212,493	6,115,806	16.0047	6,115,795	11	99.99982	0.00018
	Total	323,521,494	273,369,203	84.4980	273,369,192	11	99.999996	0.000004
Result of voting:	Resolution No. 1 has been duly approved by the Shareholders with requisite majority.							



Agenda Item No.2	Re-appointment of Mr. Hemant Luthra (DIN 00231420), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	241,823,012	241,823,012	100.0000	241,823,012	-	100	0
Public- Institutions	E-Voting	43,485,989	25,430,385	58.4795	25,417,857	12,528	99.9507	0.0493
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	43,485,989	25,430,385	58.4795	25,417,857	12,528	99.9507	0.0493
Public- Non Institutions	E-Voting	38,212,493	6,076,483	15.9018	6,076,472	11	99.9998	0.0002
	Poll		39,341	0.1030	39,341	-	100.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	38,212,493	6,115,824	16.0048	6,115,813	11	99.9998	0.0002
Total		323,521,494	273,369,221	84.4980	273,356,682	12,539	99.9954	0.0046
Result of voting:	Resolution No. 2 has been duly approved by the Shareholders with requisite majority.							



Agenda Item No.3	Re-appointment of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241,823,012	241,823,012	100.0000	241,823,012	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
Public- Institutions	E-Voting	43,485,989	25,430,385	58.4795	22,608,881	2,821,504	88.9050	11.0950
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	43,485,989	25,430,385	58.4795	22,608,881	2,821,504	88.9050	11.0950
Public- Non Institutions	E-Voting	38,212,493	6,076,483	15.9018	6,075,833	650	99.9893	0.0107
	Poll		39,341	0.1030	39,341	0	100.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	0	0.0000	0.0000
	Total	38,212,493	6,115,824	16.0048	6,115,174	650	99.9894	0.0106
	Total	323,521,494	273,369,221	84.4980	270,547,067	2,822,154	98.9676	1.0324
Result of voting:	Resolution No. 3 has been duly approved by the Shareholders with requisite majority.							



Agenda Item No.4	Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), Chartered Accountants as Auditors of the Company 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.							
Resolution required: (Ordinary/Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
Public- Institutions	E-Voting	43,485,989	23,205,685	53.3636	23,103,589	102,096	99.5600	0.4400
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	43,485,989	23,205,685	53.3636	23,103,589	102,096	99.5600	0.4400
Public- Non Institutions	E-Voting	38,212,493	6,076,483	15.9018	6,076,472	11	99.9998	0.0001
	Poll		27,341	0.0715	27,341	-	100.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	38,212,493	6,103,824	15.9734	6,103,813	11	99.9998	0.0002
	Total	323,521,494	271,132,521	83.8066	271,030,414	102,107	99.9623	0.0377
Result of voting:	Resolution No. 4 has been duly approved by the Shareholders with requisite majority.							



Agenda Item No.5	Approval for the Remuneration payable to Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030) as the Cost Auditor of the Company.							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	241,823,012	241,823,012	100.0000	241,823,012	-	100.0000	0.0000
Public- Institutions	E-Voting	43,485,989	25,430,385	58.4795	25,430,385	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	43,485,989	25,430,385		25,430,385	-	100.0000	0.0000
Public- Non Institutions	E-Voting	38,212,493	6,076,483	15.9018	6,076,433	50	99.9992	0.0008
	Poll		34,463	0.0902	34,463	-	100.0000	0.0000
	Postal Ballot (if applicable)	Not Applicable	-	0.0000	-	-	0.0000	0.0000
	Total	38,212,493	6,110,946		6,110,896	50	99.9992	0.0008
	Total	323,521,494	273,364,343	84.4965	273,364,293	50	99.99998	0.00002
Result of voting:	Resolution No. 5 has been duly approved by the Shareholders with requisite majority.							



Scrutinizer's Report - Combined

To,
The Chairman
Seventeenth Annual General Meeting ("AGM") of
the Equity shareholders of Mahindra CIE Automotive Limited held on
the 17th day of May, 2016 at 3.30 P.M. Ravindra Natya Mandir, Sayani Road,
Prabhadevi, Mumbai 400025.

Dear Sir,

1. I, Sachin Bhagwat, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of Mahindra CIE Automotive Limited ("the Company") for the purpose of :

(a) scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and

(b) scrutinizing the process of voting by use of ballot papers at the AGM for all the resolutions contained in the notice of the AGM.

2. I submit herewith my **combined report** on the results of remote e-voting together with that of voting by use of ballot papers, as under:-

ORDINARY BUSINESS**Item No. 1 - Ordinary Resolution**

To receive, consider and adopt:

- (a) Standalone Audited Financial Statements of the Company for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April 2015 to 31st December 2015) together with the Reports of the Board of Directors and Auditors thereon; and
- (b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April 2015 to 31st December 2015) together with the Reports of the Auditors thereon.

	Number of Members	Number of shares	Percentage	Result
Votes in favour of the resolution	139	273,369,192	99.999996	Passed by requisite majority
Votes against the resolution	2	11	0.000004	
Total	141	273,369,203	100	

Abstained from voting

Total number of members	Total number of vote(s) cast by them
1	18

Invalid Votes

Total number of members	Total number of vote(s) cast by them
0	0

Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Hemant Luthra (DIN 00231420) as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

	Number of Members	Number of shares	Percentage	Result
Votes in favour of the resolution	138	273,356,682	99.9954	Passed by requisite majority
Votes against the resolution	4	12,539	0.0046	
Total	142	273,369,221	100	

Abstained from voting

Total number of members	Total number of vote(s) cast by them
0	0



2 82

Invalid Votes

Total number of members	Total number of vote(s) cast by them
0	0

Item No. 3 - Ordinary Resolution

Re-appointment of Mr. Jesus Maria Herrera Barandiaran (DIN 06705854) as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

	Number of Members	Number of shares	Percentage	Result
Votes in favour of the resolution	117	270,547,067	98.9676	Passed by requisite majority
Votes against the resolution	25	2,822,154	1.0324	
Total	142	273,369,221	100	

Abstained from voting

Total number of members	Total number of vote(s) cast by them
0	0

Invalid Votes

Total number of members	Total number of vote(s) cast by them
0	0



Item No. 4 - Ordinary Resolution

Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), Chartered Accountants as Auditors of the Company 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.

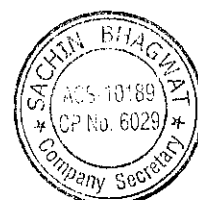
	Number of Members	Number of shares	Percentage	Result
Votes in favour of the resolution	135	271,030,414	99.9623	Passed by requisite majority
Votes against the resolution	4	102,107	0.0377	
Total	139	271,132,521	100	

Abstained from voting

Total number of members	Total number of vote(s) cast by them
3	2,236,700

Invalid Votes

Total number of members	Total number of vote(s) cast by them
0	0



SPECIAL BUSINESS

Item No. 5 - Ordinary Resolution

Approval of the Remuneration payable to Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030) as the Cost Auditor of the Company

	Number of Members	Number of shares	Percentage	Result
Votes in favour of the resolution	138*	273,364,293	99.99998	Passed by requisite majority
Votes against the resolution	3*	50	0.00002	
Total	141	273,364,343	100	

Abstained from voting

Total number of members	Total number of vote(s) cast by them
2	4878

Invalid Votes

Total number of members	Total number of vote(s) cast by them
0	0

* 1 (one) shareholder has cast his vote differently.

Thanking You,
Yours faithfully,

CS Sachin Bhagwat

Practicing Company Secretary
Membership No: ACS 10189
CP No. 6029



Countersigned by : Pedro Echegarey
For Mahindra CIE Automotive Limited
Executive Director

Place: Mumbai

Date: 17 May 2016

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY AT THE 17TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 17TH MAY, 2016 AT 3.30 P.M. AT RAVINDRA NATYA MANDIR, SAYANI ROAD, PRABHADEVI, MUMBAI - 400 025

- 1. Adoption of the Audited Financial Statements for the year ended December 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.**

"RESOLVED THAT the:

- a. the Audited Financial Statements of the Company for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April, 2015 to 31st December, 2015) which includes the Audited Balance sheet as at 31st December, 2015 and the statement of Profit and Loss for the Financial Year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April, 2015 to 31st December, 2015) which includes the Audited Consolidated Balance sheet as at 31st December, 2015 and Consolidated statement of Profit and Loss for the Financial Year ended on that date together with the Reports of the Auditors thereon.

as laid before the Meeting be received and adopted."

- 2. Re-appointment of Mr. Hemant Luthra (DIN 00231420) as a Director, who retires by rotation.**

RESOLVED THAT Mr. Hemant Luthra (DIN 00231420), who retires by rotation and being eligible for re-appointment be re-appointed as a Director of the Company."

- 3. Re-appointment of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854) as a Director, who retires by rotation.**

RESOLVED THAT Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), who retires by rotation and being eligible for re-appointment be re-appointed as a Director of the Company."



4. Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W) as Auditors and fixation of remuneration thereof.

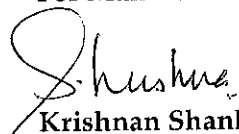
"RESOLVED THAT pursuant to Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration 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."

5. Approval of the remuneration payable to the Cost Auditor.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the Rules) and pursuant to the recommendation of the Audit Committee, Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030), appointed by the Board of Directors of the Company as Cost Auditors, for conducting the audit of the cost records of the Company for the Financial Year 2016 commencing from 1st January, 2016 and ending on 31st December, 2016, be paid remuneration of Rs. 9,50,000/- (Rupees Nine Lacs Fifty Thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, if any, as may be incurred by them during the course of Audit.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

For Mahindra CIE Automotive Limited


Krishnan Shankar

Company Secretary and Head - Legal

