

25th September, 2018

BSE Limited Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001. BSE Scrip Code: 532756	National Stock Exchange of India Limited 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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Subject: Merger of Bill Forge Private Limited (the wholly owned subsidiary of the Company) with the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, the exchanges are hereby informed that, the Board of Directors of the Company at its meeting held today i.e. 25th September, 2018, approved the Scheme of Merger between Bill Forge Private Limited (Bill Forge) and Mahindra CIE Automotive Limited (MCIE or Company) and their respective shareholders (the Scheme). The Scheme seeks to amalgamate and consolidate the business of Bill Forge with that of the Company.

The Scheme would be in the interests of all the stakeholders of Bill Forge and MCIE, as it would result in increased operational efficiencies, bring economies of scale and result in synergetic integration of businesses presently being carried on by MCIE and Bill Forge.

Since, Bill forge is a wholly owned subsidiary of the Company, no shares of the Company will be issued as consideration for the amalgamation.

The Scheme of Amalgamation is subject to requisite statutory/ regulatory approvals including directions and approval of the National Company Law Tribunal (NCLT) of relevant jurisdiction and/or such other appropriate authority, as may be applicable.



Mahindra CIE Automotive Limited
CIN: L27100MH1999PLC121285



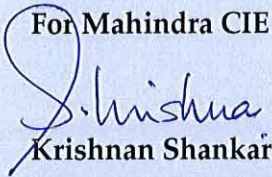
The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 in the specified format is enclosed herewith.

Kindly acknowledge the receipt and take the same on records.

Thanking you,

Yours faithfully,

For Mahindra CIE Automotive Limited



Krishnan Shankar

Company Secretary & Head – Legal

Membership No.: F 3482



Encl: As above



Details of Amalgamation under Para A of Part A of Schedule III of Listing Regulations

1. Name of the entity (ies) forming part of the amalgamation /merger, details in brief such as, size, turnover etc.;

Transferor Company: Bill Forge Private Limited (Bill Forge)

Transferee Company: Mahindra CIE Automotive Limited (the Company)

Bill Forge is a wholly owned subsidiary of MCIE and its accounts are consolidated with the accounts the MCIE. The revenue of Bill Forge for Financial Year ended 31st December, 2017 was Rs. 6,758 million and net profit after tax for the said period was Rs. 625 million.

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";

Since the Bill Forge is a wholly owned subsidiary of the Company, MCIE and Bill Forge are related parties;

However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013. Further, Regulation 23 and Regulation 37 of the Listing Regulations are not applicable to the Scheme involving merger of wholly owned subsidiary.

No shares will be issued as consideration for the amalgamation and the shares held by MCIE in Bill Forge shall stand cancelled

3. Area of business of the entity(ies);

Bill Forge is a crucial supplier to a number of domestic and global two-wheeler and passenger car OEMs and Tier 1 auto component companies, it manufactures a variety of cold, warm, hot forged and machined components primarily for steering, transmission and wheel-related assemblies.



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4. Rationale for amalgamation/ merger;

In October 2016, MCIE completed the strategic acquisition of the entire Bill Forge. The acquisition was intended to significantly accelerate MCIE's market position and strategy of delivering innovative solutions in the Indian market. The acquisition was made of the running profitable business of Bill Forge with various tangible and valuable intangible assets possessed by Bill Forge.

This scheme of amalgamation is expected to enable better realisation of potential of the businesses of the companies and yield beneficial results and enhanced value creation for the Companies, their respective shareholders, customers, creditors and employees.

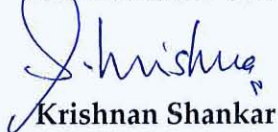
5. In case of cash consideration – amount or otherwise share exchange ratio;

There is no consideration involved. Bill Forge is a wholly owned subsidiary of MCIE hence no shares will be issued as consideration of the amalgamation and shares held by MCIE in Bill Forge shall stand cancelled.

6. Brief details of change in shareholding pattern (if any) of listed entity.

There will be no change in the shareholding pattern of MCIE pursuant to the Scheme as no shares are being issued by MCIE in connection with the Scheme. As a result, the shareholders of MCIE will continue to remain beneficial owners of shares of MCIE in the same proportion in which they hold shares in MCIE prior to amalgamation.

For Mahindra CIE Automotive Limited


Krishnan Shankar

Company Secretary & Head – Legal
Membership No.: F 3482

