

Mahindra CIE

MAHINDRA CIE AUTOMOTIVE LIMITED

CIN: L27100MH1999PLC121285

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

Website: www.mahindracie.com email: mcieinvestors@mahindracie.com

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NOTICE OF THE 17TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of Mahindra CIE Automotive Limited ("the Company") will be held at Ravindra Narya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025 on Tuesday, the 17th day of May, 2016 at 3.30 p.m.

NOTICE is also given that, pursuant to the provisions of Section 91 of the Companies Act, 2013 ("Act") and Rules made there under read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Register of Members and Transfer Books of the Company shall remain closed from 11th May, 2016 to 17th May, 2016 (both days inclusive) for the purpose of the AGM.

The Notice of the AGM and the explanatory statement (the Notice) along with the Standalone and Consolidated Financial Statements, Report of the Board of Directors and Auditors Report (Annual Report) for the Financial Year ended 31st December, 2015 (covering a period of nine months from 1st April, 2015 to 31st December, 2015) have been sent, through electronic mode, to the shareholders whose email address are registered with Depository Participant(s)/Registrar and Transfer Agent of the Company for communication purpose and sent through Registered Post/Courier to other members whose email ids are not so registered. The Company has completed the dispatch of the Notice and Annual Report on 22nd April, 2016.

The copy of Notice of AGM and the Annual Reports available on the website of the Company at <http://www.mahindracie.com> and website of Karvy at <https://evoting.karvy.com>, the same will also be made available for inspection at the Registered Office of the Company during business hours. However, a Member who wishes to receive a physical copy of the said documents may send an e-mail to mcieinvestors@mahindracie.com, duly quoting his DP ID and Client ID/Folio number.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to its Members to exercise their right to vote in respect of the businesses to be transacted at the AGM. The Members may cast their votes either using the remote e-voting platform provided by Karvy or Voting at the AGM by ballot.

(a) The remote e-voting facility will be available during the following period:

- Day, date and time of commencement of remote e-voting: Friday, 13th May, 2016 at 9.00 a.m.
- Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Monday, 16th May, 2016 at 5.00 p.m.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

(b) The cut-off date for identifying the Shareholders for determining the eligibility to vote by remote e-voting facility or at the Meeting by Ballot - Tuesday, 10th May, 2016.

(c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off shall only be entitled to vote on the resolutions either through remote e-voting facility or by voting through Ballot at the AGM.

(d) Any person who acquires Shares of the Company and become Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 10th May, 2016, may use the existing User Id and password if they are already registered with Karvy for e-voting or follow the detailed procedure mentioned in note No. 16 of the AGM notice or may obtain the User Id and password by sending request at evoting@karvy.com or call Karvy's Toll free number 1-800-3454-001.

(e) In case of any queries, members may visit FAQ's and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Prem Kumar of Karvy at 040-6716 1509 or at 1800-3454-001 (toll free) or email id: prem.kumar@karvy.com.

(f) In case of any grievances connected with the remote e-voting can be addressed to the Company Secretary and Head-Legal at the registered office address of the Company or through e-mail sent at mcieinvestors@mahindracie.com or contact at 02135-663359.

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

(h) The Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

The Board of Directors of the Company has appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the scrutinizer to scrutinize the voting process through remote e-voting and voting through ballot at the AGM in a fair and transparent manner.

By order of the board
Sd/-

Krishnan Shankar
Company Secretary and Head - Legal
Membership Number - F3482



Place: Mumbai
Date: 23rd April, 2016