

13th October, 2016

BSE Limited Corporate Relationship Department, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001. BSE Scrip Code: 532756	National Stock Exchange of India Ltd., Corporate Relationship Department, Exchange Plaza, 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 Results of Extraordinary General Meeting

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

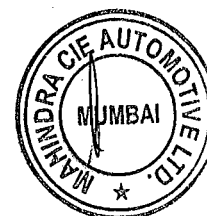
Dear Sir/Madam,

We refer to our earlier letter dated 16th September 2016 for intimation of details of the Extraordinary General Meeting.

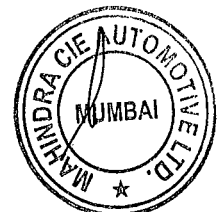
The Extraordinary General Meeting (EGM) of the Company was held today i.e. on 13th day of October, 2016 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

The summary of Consolidated voting Results which includes votes cast by the remote e-voting facility and votes cast through Ballot at EGM in respect of business transacted at the EGM as per the Scrutinizer's Report dated 13th October, 2016 is as follows:

Agenda Item No.	Resolutions	Result
1	To reclassify the existing Authorised Share Capital of Rs. 4,869,426,365/- of the Company consisting of 395,000,000 Equity Shares of Rs. 10/- each and 29,658,915 4% Non Cumulative Redeemable Non Convertible Preference Shares of Rs. 31/- each into: i) 486,942,621 Equity Shares of Rs. 10/- each aggregating Rs. 4,869,426,210 and ii) 5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of Rs. 31 each aggregating Rs. 155/- and consequential amendment to Clause V of Memorandum of Association.	Passed with requisite majority



Agenda Item No.	Resolutions	Result
2	Substitution of Article 3 of the Articles of Association of the Company consequent to reclassification of Authorised Share Capital of the Company.	Passed with requisite majority
3	To create, issue, offer and allot, in one or more tranches, upto 54,491,563 fully paid equity shares of Rs. 10 each at price of Rs. 200/- per share on Preferential Allotment Basis for cash to the persons mentioned in the explanatory statement attached to the notice of EGM dated 12th September, 2016.	Passed with requisite majority
4	To offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker and/or other advisor(s) or otherwise, for an aggregate amount up to Rs. 7,000,000,000 (Rupees Seven Thousand Million only) by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board.	Passed with requisite majority
5	Appointment of Mr. Ander Arenaza Álvarez (DIN: 07591785) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 13th September, 2016.	Passed with requisite majority
6	Payment to any one of its Managing Director or Whole Time Director remuneration individually exceeding 5% of the net profits and collectively	Passed with requisite



Agenda Item No.	Resolutions	Result
	pay to all the Managing Director or Whole Time Director remuneration in aggregate exceeding 10% but not exceeding 11% of the net profits of the Company for that financial year.	majority
7	Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. Hemant Luthra (DIN:00231420) the Whole-time Director (Executive Director) of the Company for the remaining tenure of his appointment upto 31st March, 2018, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.	Passed with requisite majority
8	Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. K. Ramaswami (DIN: 00517598) the Managing Director of the Company for the remaining tenure of his appointment upto 3rd October, 2017, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.	Passed with requisite majority

Based on the consolidated Report of the Scrutinizer, as annexed, all Resolutions as set out in the Notice of the EGM have been duly approved by the Shareholders with requisite majority.

Further pursuant to Regulation 44 of the Listing Regulations, please find enclosed the Voting Results in the prescribed format alongwith consolidated Report of the Scrutinizer.

Kindly acknowledge and take the same on the records.

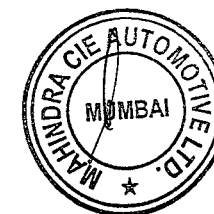
Thanking you,
Yours faithfully,
For Mahindra CIE Automotive Limited



Krishnan Shankar
Company Secretary and Head - Legal
Membership No. 3482
Encl :As above



Agenda Item No. 1	To reclassify the existing Authorised Share Capital of Rs. 4,869,426,365/- of the Company consisting of 395,000,000 Equity Shares of Rs. 10/- each and 29,658,915 4% Non Cumulative Redeemable Non Convertible Preference Shares of Rs. 31/- each into: i) 486,942,621 Equity Shares of Rs. 10/- each aggregating Rs. 4,869,426,210 and ii) 5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of Rs. 31 each aggregating Rs. 155/- and consequential amendment to Clause V of Memorandum of Association.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	18,897,271	621,040	96.818	3.182
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	18,897,271	621,040	96.818	3.182
Public-Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,953	0.200	77,951	2	99.997	0.003
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	265,495,324	621,048	99.767	0.233



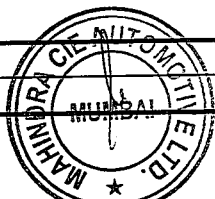
Agenda Item No. 2	Substitution of Article 3 of the Articles of Association of the Company consequent to reclassification of Authorised Share Capital of the Company.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
Whether promoter/ promoter group are interested in the agenda/resolution?	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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	18,897,271	621,040	96.818	3.182
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	18,897,271	621,040	96.818	3.182
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,953	0.200	77,951	2	99.997	0.003
	Postal Ballot (if applicable)	Not applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	265,495,324	621,048	99.767	0.233



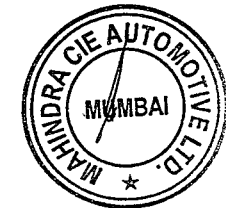
Agenda Item No. 3	To create, issue, offer and allot, in one or more tranches, upto 54,491,563 fully paid equity shares of Rs. 10 each at price of Rs. 200/- per share on Preferential Allotment Basis for cash to the persons mentioned in the explanatory statement attached to the notice of EGM dated 12th September, 2016.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	19,358,992	159,319	99.184	0.816
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	19,358,992	159,319	99.184	0.816
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,953	0.200	77,951	2	99.997	0.003
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	265,957,045	159,327	99.940	0.060



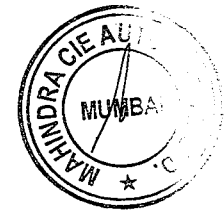
Agenda Item No. 4	To offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker and/or other advisor(s) or otherwise, for an aggregate amount up to Rs. 7,000,000,000 (Rupees Seven Thousand Million only) by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	18,750,775	767,536	96.068	3.932
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	18,750,775	767,536	96.068	3.932
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,951	0.200	77,949	2	99.997	0.003
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,047	12.264	4,775,039	8	100.000	0.000
	Total	323,591,689	266,116,370	82.238	265,348,826	767,544	99.712	0.288



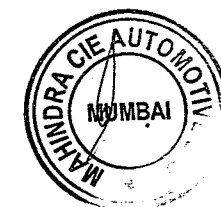
Agenda Item No. 5	Appointment of Mr. Ander Arenaza Álvarez (DIN: 07591785) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 13th September, 2016.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
Whether promoter/ promoter 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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		Not Applicable	-	0.000	-	-	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	19,298,632	219,679	98.874	1.126
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		Not Applicable	-	0.000	-	-	0.000
	Total	42,832,294	19,518,311	45.569	19,298,632	219,679	98.874	1.126
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,953	0.000	77,951	2	99.997	0.003
	Postal Ballot (if applicable)		Not Applicable	-	0.000	-	-	0.000
	Total	38,936,383	4,775,049	12.064	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	265,896,685	219,687	99.917	0.083



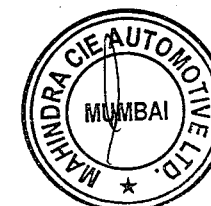
Agenda Item No. 6	Payment to any one of its Managing Director or Whole Time Director remuneration individually exceeding 5% of the net profits and collectively pay to all the Managing Director or Whole Time Director remuneration in aggregate exceeding 10% but not exceeding 11% of the net profits of the Company for that financial year.							
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	19,298,632	219,679	98.874	1.126
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	19,298,632	219,679	98.874	1.126
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,696,376	720	99.985	0.015
	Poll		77,953	0.200	77,951	2	99.997	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,774,327	722	99.985	0.015
	Total	323,591,689	266,116,372	82.238	265,895,971	220,401	99.917	0.083



Agenda Item No. 7	Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. Hemant Luthra (DIN:00231420) the Whole-time Director (Executive Director) of the Company for the remaining tenure of his appointment upto 31st March, 2018, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.							
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	13,363,934	6,154,377	68.469	31.531
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	13,363,934	6,154,377	68.469	31.531
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.003
	Poll		77,953	0.200	77,951	2	99.997	0.003
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	259,961,987	6,154,385	97.687	2.313



Agenda Item No. 8	Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. K. Ramaswami (DIN: 00517598) the Managing Director of the Company for the remaining tenure of his appointment upto 3rd October, 2017, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.							
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION							
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	100.000	241,823,012	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	241,823,012	241,823,012	100.000	241,823,012	-	100.000	0.000
Public- Institutions	E-Voting	42,832,294	19,518,311	45.569	13,363,934	6,154,377	68.469	31.531
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	42,832,294	19,518,311	45.569	13,363,934	6,154,377	68.469	31.531
Public- Non Institutions	E-Voting	38,936,383	4,697,096	12.064	4,697,090	6	100.000	0.000
	Poll		77,953	0.200	77,951	2	99.997	0.003
	Postal Ballot (if applicable)	Not Applicable	-	0.000	-	-	0.000	0.000
	Total	38,936,383	4,775,049	12.264	4,775,041	8	100.000	0.000
	Total	323,591,689	266,116,372	82.238	259,961,987	6,154,385	97.687	2.313



Scrutinizer's Report - Consolidated

To,
The Chairman of the Extra-ordinary General Meeting ("EGM") of
the Equity shareholders of Mahindra CIE Automotive Limited held on
the 13th day of October, 2016 at 3.00 P.M. at Kishinchand Chellaram College,
124, Dinshaw Wacha Road, Churchgate Mumbai - 400 020.

Dear Sir,

1. I, Sachin Bhagwat, Practising 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") for all the resolutions contained in the notice of the EGM; and

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

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

Item No. 1 - Special Resolution

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

- i) 486,942,621 Equity Shares of Rs. 10/- each aggregating Rs. 4,869,426,210 and
ii) 5 (4% Non Cumulative Redeemable Non Convertible Preference Shares) of Rs. 31 each aggregating Rs. 155/-

and consequential amendment to Clause V of Memorandum of Association.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	153	265,495,324	99.767	Passed with requisite majority
Votes against the resolution	4	621,048	0.233	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 2 - Special Resolution

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

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	153	265,495,324	99.767	Passed with requisite majority
Votes against the resolution	4	621,048	0.233	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

82

82

Item No. 3 - Special Resolution

To create, issue, offer and allot, in one or more tranches, upto 54,491,563 fully paid equity shares of Rs. 10 each at price of Rs. 200/- per share on Preferential Allotment Basis for cash to the persons mentioned in the explanatory statement attached to the notice of EGM dated 12th September, 2016.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	150	265,957,045	99.94	Passed with requisite majority
Votes against the resolution	7	159,327	0.06	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 4 - Special Resolution

To offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker and/ or other advisor(s) or otherwise, for an aggregate amount up to Rs. 7,000,000,000 (Rupees Seven Thousand Million only) by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	147	265,348,826	99.712	Passed with requisite majority
Votes against the resolution	9	767,544	0.288	
Total	156	266,116,370	100.00	

Abstained votes

Number of ballots	Number of votes
1	2

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 5 - Special Resolution

Appointment of Mr. Ander Arenaza Álvarez (DIN: 07591785) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 13th September, 2016.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	149	265,896,685	99.917	Passed with requisite majority
Votes against the resolution	8	219,687	0.083	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 6 - Special Resolution

Payment to any one of its Managing Director or Whole Time Director remuneration individually exceeding 5% of the net profits and collectively pay to all the Managing Director or Whole Time Director remuneration in aggregate exceeding 10% but not exceeding 11% of the net profits of the Company for that financial year.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	148	265,895,971	99.917	Passed with requisite majority
Votes against the resolution	9	220,401	0.083	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 7 - Special Resolution

Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. Hemant Luthra (DIN:00231420) the Whole-time Director (Executive Director) of the Company for the remaining tenure of his appointment upto 31st March, 2018, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	112	259,961,987	97.687	Passed with requisite majority
Votes against the resolution	45	6,154,385	2.313	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Item No. 8 - Special Resolution

Payment of remuneration, more specifically stated in the Explanatory Statement attached to the EGM notice, to Mr. K. Ramaswami (DIN: 00517598) the Managing Director of the Company for the remaining tenure of his appointment upto 3rd October, 2017, as Minimum Remuneration payable even if the remuneration exceeds the limits specified in Section 197 of the Act read with Section II of Part II of Schedule V to the Act, in the event of the Company having no profits or inadequate profits during the said remaining tenure of his appointment.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	112	259,961,987	97.687	Passed with requisite majority
Votes against the resolution	45	6,154,385	2.313	
Total	157	266,116,372	100.00	

Abstained votes

Number of ballots	Number of votes
Nil	Nil

Invalid Votes

Number of ballots	Number of votes
Nil	Nil

Thanking You,
Yours faithfully,

S Sachin Bhagwat
CS Sachin Bhagwat
Practicing Company Secretary
ACS 10189; CP No.: 6029



Countersigned by :
For Mahindra CIE Automotive Limited

S. Krishnan
Krishnan Shankar
Company Secretary

Place: Mumbai
Date: 13th October, 2016