

19th July, 2019

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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Sub: Recommendation for Appointment of Independent Directors - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Madam/Sir,

We wish to inform you that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed to the Members of the Company, the following;

1. Re-appointment of Mr. Dhananjay Narendra Mungale and Mr. Manojkumar Madangopal Maheshwari w.e.f. 29th September, 2019 for the second term and re-appointment of Mr. Suhail Amin Nathani w.e.f. 12th December, 2019 as Independent Directors on the Board of Directors of the Company for the second term; and
2. Appointment of Mr. Kadambi Narahari, Mr. Alan Savio D'Silva Picardo and Mr. Roxana Meda Inoriza as Independent Directors on the Board of Directors of the Company w.e.f. 29th September, 2019.

The term of the above Independent Directors is proposed to be for a period of 5 years or the date of Annual General Meeting following the 70th birthday of the proposed appointees whichever is earlier.

Brief Profile of the proposed appointees is enclosed herewith.

The Company would be seeking approval of the Members for the proposed appointments/re-appointments by way of postal ballot.

We wish to further inform you that Mr. Daljit Mirchandani, Ms. Neelam Deo and Mr. Juan Maria Bilbao, Independent Director of the Company, whose term expires on 28th September, 2019 have not offered themselves for re-appointment post expiry of the said term. The Board wishes to thank them for their contribution to the success of the Company during their tenure which the Board believes will enure in the future.



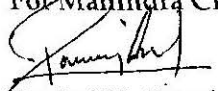
None of the proposed appointees are debarred from holding the office of Directors by order of SEBI or any other such authority.

None of the proposed appointees are related inter-se to any Director of the Company and none of the Directors of the Company has any concern or interest in the said proposed appointments.

Kindly acknowledge the receipt and take the same on the records.

Thanking you,

Yours faithfully,
For Mahindra CIE Automotive Limited



Pankaj V. Goyal
Company Secretary and Compliance Officer
Membership No.: A 29614



Encl: As above



Mr. Dhananjay Narendra Mungale



Mr. Mungale, 66, is a member of the Institute of Chartered Accountants of India and has a Bachelor's Degree in Commerce and Law from Mumbai University. He has spent a major part of his career in corporate and investment banking in India and Europe. He was Vice President - Private Banking, Bank of America and was a Member - Executive Committee, DSP Merrill Lynch Limited. Presently, he is an advisor to various corporations in both, India and Europe. He has been elected on boards of various public and private limited companies. He is a Member of the National Committee of Mahindra United World College.

Mr. Mungale holds directorships in Mahindra And Mahindra Financial Services Limited, Mentor Technologies Private Limited, I-Nestor Advisors Private Limited, Chowgule Steamships Limited, Tamilnadu Petroproducts Limited, NOCIL Limited, LICHFL Trustee Company Private Limited, Kalpataru Limited, Samson Maritime Limited, DSP Investment Managers Private Limited, DSP Pension Fund Managers Private Limited and Mahindra CIE Automotive Limited.

Mr. Mungale does not hold any shares of the Company and is not related to any Director of the Company.

Mr. Manojkumar Madangopal Maheshwari



Mr. Maheshwari, 61, is a graduate from Bombay University. He is a second-generation entrepreneur and his work experience encompasses the project management, production, marketing, financial and general management areas of medium sized companies. He is also an active angel investor and venture capitalist.

Mr. Maheshwari holds directorships in Maheshwari Investors Private Limited, Metro Brands Ltd Ador Welding Limited, RPG Life Sciences Limited, R. J. Investment Private Limited, Bill Forge Private Limited and Mahindra CIE Automotive Limited.

Mr. Maheshwari does not hold any shares of the Company and is not related to any Director of the Company.

Mr. Suhail Amin Nathani



Mr. Nathani is the Managing Partner of Economic Laws Practice (ELP) a leading law firm in India. With over 25 years of experience, he has advised clients on transactional and advisory aspects of private equity investments, mergers & acquisitions, joint ventures, strategic alliances and corporate restructuring across multiple sectors. He regularly advises Indian and multi-national companies on cross border transactions, foreign direct investments and commercial contracts. He has advised listed as well as unlisted companies and intermediaries on various aspects relating to Indian securities laws.

Mr. Nathani has been widely recognised as a leading lawyer in India by several publications such as Chambers, Asia Legal 500, Who's Who Legal. He is an Honorary Adjunct Professor at the Jindal Global Law School and a member of the Apex Advisory Board at Adani Institute of Infrastructure Management. He is on the Government of Maharashtra's Panel for Task Force on review & amendment of laws related to charitable trusts in Maharashtra.

Mr. Nathani holds directorship in Siddhesh Capital Market Services Private Limited, Piramal Capital & Housing Finance Limited, UTI Trustee Company Private Limited, Salaam Bombay Foundation (Section 8 Co.), Aga Khan Agency For Habitat India (Section 8 Co.), Progressive Electoral Trust (Section 8 Co.) and Mahindra CIE Automotive Limited.

Mr. Nathani does not hold any shares of the Company and is not related to any Director of the Company.

Mr. Nathani, 54, holds a Master's Degree at Cambridge University, England and has also received an LL.M. from Duke University, USA. Apart from India, he is also admitted to the State Bar of New York.

Mr. Kadambi Narahari



Mr. Narahari, 66, has completed his Bachelor's in Commerce and Senior Diploma in French. He also holds Post-Graduate Diploma in International Trade from IIFT - New Delhi.

Mr. Narahari has extensive experience in the field of banking and finance. He has also helped conceptualize a green field IT JV between SBI & TCS offering an ASP service for small banks. (core banking and allied solutions on a totally outsourced model).

He started his career as a Probationary Officer at State Bank of India in 1977. He was later positioned in Colombo, Sri Lanka as Vice President-Credit and Operations of the bank. In the year 2004 he was part of a team of banking professionals who conceptualized the IT joint venture between SBI and TCS at the SBI GLOBAL IT CENTRE. He was also involved in conceptualizing the largest Service Desk in the Bank, as part of the Core Banking Project, which involved migrating all the branches of the Bank onto a single platform. In the year 2006 he was designated as the Vice-president of C-Edge Technologies Pvt Ltd. which was the green field IT joint venture between SBI and TCS. He was primarily involved in defining the ASP platform for the Core Banking Solution for RRBs and Co-op Banks. Today, all the RRBs of SBI have migrated to the platform. Along with UCBs and DCCBs, the total number of branches supported on the platform is more than 10,500. In the year 2009 he was appointed as Chief Financial Officer of SBI Cards and Payment Services Ltd. (a JV between SBI & GE Capital). He was responsible for financial management of the company and raising resources from a consortium of Banks and from the CP market. His contribution was mainly in the turn-around of the company by helping to define a revised credit policy that resulted in lower delinquencies and growing the business in a sustainable manner. In the year 2010 he was promoted as Chief Executive Officer of SBI Cards and Payment Services Ltd. and retired in the year 2012.

Post his retirement he again served as Vice-President of Cedge Technologies Ltd, where he looked after Corporate Strategy, Planning & Governance till 2017.

Mr. Narahari is a Director of Kadambi Engineering Consultants Private Limited. He is not a member/chairman of any committees of Board of any company.

Mr. Narahari does not hold any shares of the Company and is not related to any Director of the Company.

Mr. Alan Savio D'Silva Picardo



Mr. D'Silva, 60, is a Chartered Accountant from the Institute of Chartered Accountant, England & Wales (ICAEW) and the Spanish Institute of Auditors (ICJCE). He has also completed his Bachelor's in Commerce (Hons) from the University of Mumbai (Sydenham College) and Brighton Polytechnic (University of Sussex).

Mr. D'Silva had been working with Pricewaterhouse Cooper (PwC) for over 30 years as a Senior Partner and retired from PwC in 2014.

During his tenure in the firm he took on various roles and responsibilities both at national and International level.

At the International level he had vital Roles as Member of the Global Audit Policy Board (GAPB), Member of the Global Audit Reporting Panel (GARP), Chairman of the GAPB - Xentsible Business Reporting Language (XBRL) Assurance Working Group, PwC Assurance Leader for the Technology, Telecommunication, Entertainment & Media Sector, Member of the Global XBRL Working Group, Member of PwC FPI (Foreign Private Issuers) Partner Group, Member of the PwC SecLitigation Group and Co-leader of India Desk PwC.

At PwC Spain he was Partner in charge of India Desk in Spain, he was also Territory Leader for InfoComm sector in Spain, Chairman of the PCAOB Task Force in Spain, Territory Leader and coordinator for Sarbanes Oxley engagements and FPI's, Responsible for Strategic and Change Management in the Assurance division, Member of the Innovation Group and Genesis Park Territory leader for SecLitigation coordination.

In 1990, he was responsible for opening the regional office in Zaragoza and in charge until 1997 of the Ebro Region consisting of 3 offices Zaragoza, Logroño and Pamplona Assigned GRP (Global Relationship Partner) role on significant client accounts.

Since retiring from PwC in 2014 in new phase of his professional career he is freelancing as a trusted business advisor to corporates, SME's and family owned businesses putting his vast experience and knowledge in helping them to achieve sustainable growth through internationalization, diversification, business development and digital transformation. Besides being an advisor, he is also an entrepreneur in the technological and agricultural sector.

He is the Founder Member of the Spain-India Foundation (a Spanish Foreign Ministry Institution). He was Vice President of the Chamber of Commerce & Tourism of India in Spain. He was also responsible for launching the XBRL jurisdiction in Spain along with the Bank of Spain

and AECA (an association of accountants & auditors in Spain) and was President of the XBRL Accountancy Commission.

He also participates actively in various national & international conferences, seminars, radio & press interviews and written articles to promote bilateral trade relations between Spain and India.

Mr. D'Silva is neither a director of any company incorporated in India nor is member of any committees of Board. Mr. D'Silva does not hold any shares in the Company.

Mrs. Roxana Meda Inoriza



Mrs. Meda, 59, holds degree in Economics and Business Studies from the Universidad del País Vasco (Spain), she is also member of the Instituto de Auditores Censores de Cuentas (Chartered Accountant) since 1988 and member of the Registro Oficial de Auditores de Cuentas (ROAC) (Official Register of Auditors - Spain)

She started her career with PricewaterhouseCoopers in 1982 as auditor, then over the period of 20 years she held different positions in PwC. She was Responsible for Resource Planning in the Bilbao office (1990-1992), Audit Manager in charge of the Price Waterhouse Pamplona office (1992-1996) and later as Director of Audit and Business Advisory Services (1996-2002) where she was responsible at national level for the Department of Professional Risk Control (Risk Management & Quality) and Director of Quality Assurance of the Audit División of PricewaterhouseCoopers.

In the year 2002 she joined Acciona Energía, SA (Pamplona) as Managing Director of EHN Green Energy Developments (2002-2003). She was associated with Acciona Energía till June 2010 and held different positions during her tenure. She was Director of Central Services of EHN- Acciona Energía (2003-2007), Deputy Director to the General Management of Acciona Energía (2007-2008) and Director of Management Control of Investee Companies of Acciona Energía (2008-2010).

During 2010-2012 she was a Director of Corporate Development and Control of New Businesses of Fluitecnik, SA (Pamplona).

Mrs. Meda is Independent Director of Kutxabank, SA (Bilbao) since June 2016. She is also President of the "Remuneration Committee" and member of 'Audit and Compliance Commission' of Board of Directors of Kutxabank, SA.

Mrs. Meda is not related to any Director of the Company. None of the Directors of the Company has any concern or interest in the said appointment. Mrs. Meda does not hold any shares in the Company.