

SEC/2023/190

22nd September, 2023

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: CIEINDIA
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Sub: Proceedings of Postal Ballot**Ref: Regulation 30 read with clause 13 of Para A of Part A of schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Dear Sir / Madam,

In accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of Listing Regulations, 2015, we are submitting herewith proceedings of the postal ballot and the certified true copy of the resolutions passed by the members of the Company today i.e., Friday, 22nd September, 2023 through the said postal ballot.

The same is being uploaded on the website of the Company i.e., www.cie-india.com.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For CIE Automotive India Limited**Pankaj Goyal****Company Secretary and Compliance Officer****Membership No.: A 29614**

Encl: as above

CIE Automotive India Limited

(Formerly known as Mahindra CIE Automotive Limited)

CIN: L27100MH1999PLC121285

Corporate Office

602 & 603 Amar Business Park, Baner Road, Pune - 411045, India

Tel: +91 20 29804622

Registered Office

Suite F9D, Grand Hyatt Plaza (Lobby Level), Off Western Express Highway, Santacruz (E), Mumbai, India - 400055

Tel: +91 22 62411031 | Fax: +91 22 62411030 | website : www.cie-india.com | Email: contact.investors@cie-india.com

PROCEEDINGS OF THE POSTAL BALLOT AND CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF CIE AUTOMOTIVE INDIA LIMITED (FORMERLY KNOWN AS MAHINDRA CIE AUTOMOTIVE LIMITED) ("THE COMPANY") ON FRIDAY 22ND SEPTEMBER, 2023 THROUGH POSTAL BALLOT

In accordance with provisions of the Section 110 of Companies Act, 2013 ('the Act') and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide its General circular no. 11/2022 dated 28th December, 2022 read with earlier general circulars issued in this regard viz. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively referred to as the "MCA Circulars"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, if any, approval of the members of the Company was sought by way of Postal Ballot for the following matters:

1. Divestment of entire stake in Jeco Jellinghaus GmbH (JECO), Gesenkschmiede Schneider GmbH (GSA), Falkenroth Umformtechnik GmbH (FUG) and Schoneweiss & Co. GmbH (SCG) held by CIE Forging Germany GmbH ("CFG"), the wholly owned subsidiary of the Company.
2. Approval of modification to material related party transactions of CIE Galfor SA with CIE Automotive SA

The Notice of Postal Ballot dated 10th August, 2023 comprising resolutions proposed for approval of the members and the explanatory statement thereto and reasons thereof, was sent only by email on Tuesday, 22nd August, 2023 to the Members, whose email addresses were registered with the Depositories (in case of Members holding shares in Demat form) or with Registrar and Share Transfer Agent of the Company (in case of Members holding shares in physical form) and whose names appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on Friday, 18th August, 2023 ("**cut-off date**").

Postal Ballot, as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

In compliance with MCA circulars the Company issued public notice by way of advertisement in the newspapers viz: Business Standard (in English) and Sakal (in Marathi) (including their electronic editions) on Wednesday, 23rd August 2023, in respect of Notice of Postal Ballot and providing information relating to manner and duration of remote e-voting, Manner in which shareholders whose emails addresses are not registered may cast their vote through remote e-voting, manner of registering email address and

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other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

The Company provided the remote e-voting facility to enable the members to cast their vote in electronic mode through the Registrar and Share Transfer Agent of the Company i.e., KFin Technologies Limited ("KFinTech" or "RTA"). Further, pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode, were able to cast their vote through the remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

The remote e-voting of KFinTech was enabled on Thursday, 24th August, 2023 at 9:00 a.m. (IST) and was disabled on Friday, 22nd September, 2023 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares in physical and dematerialized form, as on the cut-off date, were able to cast their vote through remote e-voting on the resolution set out in the Notice of Postal Ballot.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2015, the Board of Directors at its meeting held on 10th August, 2023 had appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. Further the Board had severally authorized Mr. Manoj Menon Executive Director of the Company and Mr. Pankaj Goyal, Company Secretary and Compliance Officer of the Company, severally to receive the Scrutiniser's Report and declare the Result of voting.

Upon expiry of the Remote e-voting period, the Scrutinizer unblocked the votes cast through the remote e-voting on Friday 22nd September, 2023 at 5:04 p.m. Thereafter the Scrutinizer carried out the scrutiny of votes cast through the remote e-voting on the item of business set out in the Notice of Postal Ballot dated Thursday, 10th August, 2023 and submitted his Report dated 22nd September, 2023 to Mr. Pankaj Goyal, Company Secretary and Compliance Officer of the Company, who as per the Authority of the Board, received the Scrutiniser's Report.

The Scrutinizer in his report, inter-alia, confirmed that the Postal Ballot voting process was conducted in a fair and transparent manner.

As per the Scrutinizer's report, all the resolutions have been passed by the Members with requisite majority.

Thanking you,
Yours faithfully,

For CIE Automotive India Limited

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

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Certified true copy of resolution passed by the members of CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited) through Postal Ballot on 22nd September, 2023

1. Consideration and approval of the divestment of entire stake in Jeco Jellinghaus GmbH (JECO), Gesenkschmiede Schneider GmbH (GSA), Falkenroth Umformtechnik GmbH (FUG) and Schoneweiss & Co. GmbH (SCG) held by CIE Forging Germany GmbH ("CFG"), the wholly owned subsidiary of the Company

"RESOLVED THAT pursuant to Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the rules framed under the Act, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for divestment of entire stake in Jeco Jellinghaus GmbH (JECO), Gesenkschmiede Schneider GmbH (GSA), Falkenroth Umformtechnik GmbH (FUG) and Schoneweiss & Co. GmbH (SCG), held by CIE Forging Germany GmbH ("CFG"), the wholly owned subsidiary of the Company, by way of transfer of all the shares held by CFG in each of JECO, GSA, FUG and SCG, to Mutares SE & Co KgaA (the Buyer) for total consideration of Euro 25,000,000 (Euro Twenty Five million) including an amount of Euro 2,300,000 (Euro Two million three hundred thousand) which is subject to realization of certain financial assets.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or persons authorized by the Board), be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in this regard and to take such actions or give directions as may be necessary or desirable for giving effect to this resolution."

2. Approval of modification to material related party transactions of CIE Galfor SA with CIE Automotive SA

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force, read with circulars issued by Securities and Exchange Board of India dated 30th March, 2022 and 8th April, 2022, the Company's Policy on Materiality of and Dealing with Related Party Transactions and in partial modification of the resolution passed by the members at 24th Annual General Meeting held on 9th June, 2023, and in accordance with the omnibus approval of the Audit Committee and recommendation of the Board, approval of the members of the Company be and is hereby accorded to modify the limits of the material related party transaction(s) of CIE Galfor S.A. (a wholly-owned subsidiary of the Company)(hereinafter referred to as Galfor) with CIE Automotive SA

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(ultimate holding Company of the Company) (hereinafter referred to as CIE) which was approved by the shareholders at 24th Annual General Meeting held on 9th June, 2023 in the following manner:

- a. In relation to the transaction of Cash Pooling Arrangement - the limit in respect of aggregate amount of funds transferred by Galfor to CIE's Common Cash Pool Account during a Financial Year, be increased from Euro 185 Million (Euro One hundred and Eighty Five Million) to Euro 250 Million (Euro Two hundred and fifty Million) and the limit of the maximum amount receivable by Galfor from CIE at any point of time during the Financial Year, be increased from Euro 50 Million (Euro Fifty Million) to Euro 80 million (Euro Eighty Million).

RESOLVED FURTHER THAT except the modification as aforesaid, all other limits as approved by the shareholders at 24th Annual General Meeting held on 9th June, 2023 in relation to the material related party transaction(s) of Galfor with CIE, as detailed in the explanatory statement, shall remain same.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (which includes any Committee of the Board) to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to this resolution."

Thanking you,
Yours faithfully,

For CIE Automotive India Limited

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

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