

Mahindra CIE

MAHINDRA CIE AUTOMOTIVE LIMITED

[CIN: L27100MH1999PLC121285]

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

Website: www.mahindracie.com; E-mail: mcie.investors@mahindracie.com

Tel: +91 22 24931449; Fax: +91 22 24915890

The last date for receipt of Postal Ballot is Tuesday, 10th September, 2019

POSTAL BALLOT FORM

Postal Ballot No.

- Name(s) of Member(s) :
- Registered address of the Sole/first named Member: :
- Name(s) of Joint holder(s), if any :
- Registered Folio No. / DPID No. / Client ID No.* :
(*applicable to investors holding shares in dematerialised form):
- No. of shares held: :
- I/We hereby exercise my/our vote in respect of the Resolutions as proposed to be passed through Postal Ballot/ Remote E-voting for the business stated in the Notice of the Company dated 19th July, 2019, by conveying my/our assent or dissent to the said Resolution by placing tick mark (✓) in the appropriate box below:

Sr. No	Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-appointment of Mr. Manojkumar Madangopal Maheshwari (DIN: 00012341) as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024.			
2	Re-appointment of Mr. Dhananjay Narendra Mungale (DIN: 00007563) as an Independent Director of the Company, to hold office for the second term commencing from 29 th September, 2019 to the date of Annual General Meeting to be held following Mr. Dhananjay Narendra Mungale completing 70 (Seventy) years of age, subject to the condition that the term shall not exceed five consecutive years commencing from 29 th September, 2019.			
3	Re-appointment of Mr. Suhail Amin Nathani (DIN: 01089938) as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from 12 th December, 2019 to 11 th December, 2024.			
4	Appointment of Mr. Kadambi Narahari (DIN: 05351378) as an Independent Director of the Company, to hold office for the term commencing from 29 th September, 2019 to the date of Annual General Meeting to be held following Mr. Kadambi Narahari completing 70 (Seventy) years of age, subject to the condition that the term shall not exceed five consecutive years commencing from 29 th September, 2019.			
5	Appointment of Mr. Alan Savio D'Silva Picardo (DIN: 08513835) as an Independent Director of the Company, to hold office for the term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024.			
6	Appointment of Mrs. Roxana Meda Inoriza (DIN: 08520545) as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 29 th September, 2019 to 28 th September, 2024.			
7	Appointment of Mr. Ander Arenaza Alvarez (DIN: 07591785) as Whole-time Director (designated as Executive Director) of the Company for a term of 3 (three) years commencing from 13 th September, 2019 to 12 th September, 2022 on an aggregate remuneration not exceeding Rs. 2,400,000 (Rupees Two Million Four Hundred Thousand) per annum.			

Place:

Date:

(Signature of Member or Authorised Signatory)

The Company is pleased to offer remote e-voting facility as an alternative for the Members of the Company, to enable them to cast their votes by electronic mode instead of using and sending the Postal Ballot Forms to the Scrutinizer. The E-voting facility is available at <https://evoting.karvy.com>. Detailed instructions for Remote E-voting are given in Note No. 9 of the Notice of Postal Ballot. E-Voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to cast the vote by Post should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or by registered post/speed post at the expense of the Member or deposited in person with the Company at its registered office will also be accepted.
2. The Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
7. Invalid Postal Ballot Forms will be rejected. Please note that the Postal Ballot Forms shall be considered invalid if:
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - f) The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote
8. A Member need not use all the votes nor needs to cast all the votes in the same way.
9. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Tuesday, 10th September, 2019 which is the last date for voting. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
10. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at www.mahindracie.com and the same duly completed should reach the Scrutinizer not later than the last date for voting i.e. Tuesday, 10th September, 2019. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
11. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) as on Friday, 2nd August, 2019 (the "cut-off date"). Any recipient of the Notice who has no voting rights is requested to treat this Notice for information purposes only.
12. Member(s) are requested not to send any other paper along-with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
14. If a member has opted for remote e-voting, then such member should not submit the Postal Ballot Form and vice-versa. However, in case members cast their vote both via Postal Ballot Form and remote e-voting, then voting through Postal Ballot Form shall be treated as Invalid and voting done by remote e-voting shall prevail, irrespective which is cast first.
15. Any query in relation to the process of Postal Ballot or Resolution proposed to be passed by the Postal Ballot may be addressed to The Company Secretary of the Company at the Registered Office address of the Company or at mcie.investors@mahindracie.com