

MAHINDRA CIE AUTOMOTIVE LIMITED

[CIN: L27100MH1999PLC121285]

Registered Office: Suite F9D, Grand Hyatt Plaza (Lobby Level),
Off Western Express Highway, Santacruz (E), Mumbai- 400 055

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

Tel: +91 22 62411031; Fax: +91 22 62411030

To,
The Members,
Mahindra CIE Automotive Limited (the "Company")

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and 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, that the item of business set out in the Notice annexed hereto is proposed to be transacted through Postal Ballot which, as per the MCA Circulars shall mean voting **only by electronic means through the remote e-voting facility ("remote e-voting")**.

In compliance with the MCA circulars, the Notice of Postal Ballot which comprises of resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof, is being sent only by email to the Members, whose email addresses are 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 appear 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, 27th January, 2023 ("**cut-off date**").

Please note that printed copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members. Members are required to communicate their assent or dissent only through the remote e-voting facility. To facilitate the Members, whose email addresses are not registered with the RTA/Depositories as on the cut-off date, the Company has made special arrangements with KFin Technologies Limited for registration of email addresses by the Members for temporary purpose of obtaining the Notice of Postal Ballot and to enable them to cast their vote electronically. For further details regarding the same kindly refer Note No. 8 (B) (II) of Notice of Postal Ballot.

The remote e-voting facility to enable the members to cast their vote in electronic mode is provided 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, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). Members desiring to exercise their votes are requested to refer Note No. 8 of Notice of Postal Ballot.

The remote e-voting facility for Members to cast their vote electronically, will be available during the following period:

- i. Day, date and time of commencement of remote e-voting: **Wednesday, 1st February, 2023 at 9:00 a.m. (IST)**.
- ii. Day, date and time of end of remote e-voting: **Thursday, 2nd March, 2023 at 5:00 p.m. (IST)**.

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

The Notice of Postal Ballot shall also be hosted on the website of the Company i.e., www.mahindracie.com and on the website of KFintech i.e. <https://evoting.kfintech.com>. The same shall also be available on the websites of National Stock Exchange of India Limited i.e., www.nseindia.com and BSE Limited i.e., www.bseindia.com.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189; CP No. 6029) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final.

The Scrutinizer will submit his report to the Chairman or the Executive Director of the Company or the Company Secretary of the Company, being authorised by the Board, after completion of the scrutiny of the votes cast by the remote e-voting facility. The Chairman or the Executive Director of the Company or the Company Secretary of the Company will declare the results of the Postal Ballot by Friday, 3rd March, 2023 at 5:00 p.m. by placing it, along with the scrutinizer's report, on the website of the Company at www.mahindracie.com. In the event the resolution as set out in the Notice of Postal Ballot is assented to by the members with requisite majority, by means of

Postal Ballot i.e., remote e-voting, the same shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., Thursday, 2nd March, 2023 and pursuant to Section 110(2) of the Act, it shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The result will also be displayed on the website of KFintech at <https://evoting.kfintech.com> and upon submission to Stock Exchanges, on the websites of National Stock Exchange of India Limited i.e., www.nseindia.com and BSE Limited i.e., www.bseindia.com.

By Order of the Board
For Mahindra CIE Automotive Limited

Pankaj V. Goyal
Company Secretary and Compliance Officer
Membership Number – A 29614

Pune, 23rd January, 2023

Registered Office:

Suite F9D, Grand Hyatt Plaza (Lobby Level),
Off Western Express Highway, Santacruz (E),
Mumbai- 400 055
CIN: L27100MH1999PLC121285
E-mail: mcie.investors@cie-india.com
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Notice of Postal Ballot

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(1) of Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given to the Members of Mahindra CIE Automotive Limited (**the Company**), pursuant to Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, Rules made and Circulars issued thereunder for the time being in force, that the Company seeks consent of the Members, for the following item of business through Postal Ballot which shall mean voting only by electronic means through remote e-voting facility:

1. **Approval to change in name of the Company from “Mahindra CIE Automotive Limited” to “CIE Automotive India Limited” and amendment to the Clause I of the Memorandum of Association of the Company and consequential matters**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and other applicable provisions, if any, of the Act and the Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Memorandum and Articles of Association of the Company and subject to provisions of Section 4(2), Section 4(3) and Section 4(4) of the Act, the approval of the Central Government, the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, required under Section 13(2) of the Act and/or approval of any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded to change the name of the Company from **“Mahindra CIE Automotive Limited”** to **“CIE Automotive India Limited”**.

RESOLVED FURTHER THAT ‘Clause I’ i.e., ‘Name Clause’ of the Memorandum of Association of the Company be altered by substituting the existing ‘Clause I’ by the following clause:

I. **The name of the Company is CIE Automotive India Limited.**

RESOLVED FURTHER THAT the name “Mahindra CIE Automotive Limited” wherever appearing in the Articles of Association of the Company shall also be substituted by the new name “CIE Automotive India Limited”.

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 are hereby authorized to do all such acts, deeds, matters, things and to take all such steps as may be required, for obtaining approvals from statutory authorities, including but not limited to the Central Government, Registrar of Companies, as may be required and to resolve and settle any questions, difficulties or doubts 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.”

By Order of the Board
For Mahindra CIE Automotive Limited

Pankaj V. Goyal
Company Secretary and Compliance Officer
Membership Number – A 29614

Pune, 23rd January, 2023

Registered Office:

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Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. In accordance with the circular no. 11/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs ("MCA") read with earlier circular issued in this regard by MCA viz: General Circular Nos. 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"), the Notice of Postal Ballot which comprises of resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof, is being sent only by email to the Members, whose email addresses are 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 the Members holding shares in physical form) and whose names appear on 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, 27th January, 2023 ("cut-off date").

The Notice of Postal Ballot shall also be placed on the website of the Company i.e., www.mahindrachie.com and on the website of Registrar and Transfer Agent of the Company i.e., KFin Technologies Limited ("Kfintech" or "RTA") at <https://evoting.kfintech.com> and upon submission to Stock Exchanges on their websites of National Stock Exchange of India Limited i.e., www.nseindia.com and BSE Limited i.e., www.bseindia.com.

3. In accordance with the MCA Circulars, printed copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members. Members are required to communicate their assent or dissent only through the remote e-voting facility.
4. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on cut-off date i.e., Friday, 27th January, 2023. A person, whose name is recorded in the register of members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
5. The Company has appointed Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) as the Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit his report to the Chairman or the Executive Director or the Company Secretary as authorised by the Board after completion of the scrutiny of the votes cast by the remote e-voting facility. The Chairman or the Executive Director or the Company Secretary of the Company will declare the results of the Postal Ballot by Friday, 3rd March, 2023 by placing it, along with the scrutinizer's report, on the website of the Company at www.mahindrachie.com. The result shall also be uploaded on the website of Kfintech <https://evoting.kfintech.com> and upon submission, on the websites of National Stock Exchange of India Limited i.e., www.nseindia.com and BSE Limited i.e., www.bseindia.com.
6. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent 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, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs).

7. **The remote e-voting facility will be available during the following period:**

- a) Day, date and time of commencement of remote e-voting: **Wednesday, 1st February, 2023 at 9:00 a.m. (IST).**
- b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Thursday, 2nd March, 2023 at 5:00 p.m. (IST).**

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

8. **Instructions for members for remote e-Voting:**

In compliance with the provisions of section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Members are provided with the facility to cast their vote electronically on the resolution set forth in the Notice of Postal Ballot, through remote e-voting during the remote e-voting period. The members may cast their vote electronically in the following manner:

- i. **For individual shareholders holding shares in demat mode :** Individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs)

For further details please refer Note No. 8 (A) of this Notice of Postal Ballot.

- ii. **For non-individual shareholders holding shares in demat mode and all shareholders holding shares in physical mode:** The Login Credentials provided in the email received from KFintech/generated as per procedure provided in Note No. 8 (B) shall be required for remote e-voting during the remote e-voting period as mentioned above.

For further details please refer Note No. 8 (B) of this Notice of Postal Ballot.

A) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode:**

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, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual shareholders holding shares in demat mode, would be able to cast their vote without having to register again with the e-Voting service provider (ESP) (i.e., KFin Technologies Limited) thereby not only facilitating seamless authentication but also ensures ease and convenience of participating in remote e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

The procedure to login and accessing remote e-voting platform, as advised by the Depositories, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. <p>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login method for remote e-Voting for other than Individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode:

I. In case of Members holding shares as on Friday, 27th January, 2023 and receiving this Notice of Postal Ballot by email (in cases where email id of member is registered):

- i. Member will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/RTA Depositories] which includes details of E-Voting Event Number ("EVEN"), USER ID and password. Kindly follow the following steps:
 - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - b. Enter the login credentials (i.e. User ID and password) as mentioned in the email. However, if you are already registered with KFintech for e-voting, you must use your existing User ID and password. In case of physical folio, User ID will be EVEN followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the "EVENT" of Mahindra CIE Automotive Limited.
 - g. On the voting page, the item as mentioned in the Notice of Postal Ballot shall be listed.
 - h. Voting has to be done separately for each folio/demat accounts.
 - i. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off date for the voting. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: sbhagwatcs@yahoo.co.in copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the format "Corporate Name_ EVENT NO."

II. In case of Member holding shares as on Friday, 27th January, 2023 and whose email address is not registered:

- a. For Members who have not registered their e-mail address and in consequence the Notice of Postal Ballot could not be serviced, may temporarily get their e-mail address registered with the RTA, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the registration process as guided thereafter.
Post successful registration of the e-mail, the Members will be sent an email with link to download the copy of Notice of Postal Ballot and the procedure for remote e-voting. The members are requested to follow instructions mentioned at Note No. 8 (B) (III) (ii) of the Notice of Postal Ballot to reset/generate new password. In case of any queries, Members may write to the RTA at evoting@kfintech.com.
- b. It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:
 - i. **Physical Holding:** Send relevant documents to the RTA along-with duly filled Form ISR 1 (please follow detailed instructions in Note No. 12 and Note No. 13)
 - ii. **Demat Holding:** By contacting respective Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.
- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / Kfintech, to enable servicing of notices, etc. electronically to their e-mail address.

III. Instructions for resetting/generating new password:

Members who hold share as on the cut-off date i.e., Friday, 27th January, 2023 wishes to reset/generate new password, may obtain the User Id and password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number +Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 - 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID- Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

Members whose email addresses and mobile numbers are not registered may contact Kfintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com to generate a password.

Once the password is received/retrieved by the shareholder, you may kindly follow the instructions as mentioned above and cast vote by remote e-voting.

9. Details of persons to be contacted for any queries / issues:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available in the download section of <https://evoting.kfintech.com> or call on Kfintech's toll free number 1800-3094-001 or can send email to evoting@kfintech.com. Any grievances connected with the remote e-voting may be addressed to Ms. Sheetal Doba, Manager - Corporate Registry, KFin Technologies Limited, Unit: Mahindra CIE Automotive Limited, Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Contact No. 040 - 6716 1511, E-mail: einward.ris@kfintech.com. The grievances can also be addressed to Mr. Pankaj Goyal, Company Secretary and Compliance Officer of the Company by sending e-mail to mcie.investors@cie-india.com.

Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL may contact the helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL may contact the helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

10. Pursuant to Section 110(2) of the Act, in the event the resolution as set out in the Notice of Postal Ballot is assented to by the members with requisite majority, it shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e., remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., Thursday, 2nd March, 2023.
11. All documents referred to in this Notice of Postal Ballot will also be available electronically for inspection without any fee to the members from the date of circulation of the Notice of Postal Ballot up to the closure of the remote e-voting period. Members wishing to inspect such documents can send an email to mcie.investors@cie-india.com.
12. Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 has made it mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

Freezing of Folios without valid PAN, KYC details, Nomination

- a. In case, any of the aforesaid documents / details are not available in a Folio, on or after 1st April 2023, the same shall be frozen by RTA.
 - b. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by The Central Board of Direct Taxes (CBDT) then also the folio shall be Frozen as above.
 - c. A member/claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.
 - d. In case the folio continues to remain frozen as on 31st December, 2025, the RTA / Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
13. **Issuance of Securities in dematerialized form in case of Investor Service Requests**

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests, the securities holder/ claimant shall submit duly filled up Form ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No.: ISR-1
2	Address with PIN Code	
3	Email address	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6	Demat Account Number	
7	Specimen Signature	Form No.: ISR-2
8	Nomination details	Form No.: SH-13
9	Declaration to opt out nomination	Form No.:ISR-3
10	Cancellation or Variation of Nomination	Form No.: SH-14
11	Request for issue of Securities in dematerialized form in case of below: <ol style="list-style-type: none"> i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition 	Form No.: ISR-4

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: <https://www.mahindraclie.com/investors/downloads/information-for-holders-of-physical-securities.html> and from the website of the RTA at <https://ris.kfintech.com/clientservices/diy/>.

The Company has also sent a separate communication providing information to the holders of physical securities as above with the status of their respective KYC in record of Company/RTA.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Item No. 1

CIE Automotive S.A., Spain is the ultimate holding company of the Company and has India as its major area of operations. The Company therefore draws from the experience of CIE group to serve the evolving Indian automotive industry.

India is projected to be one of the fastest growing, large economies in the world and CIE Automotive S.A.'s global strategy continues to focus on India as a key market.

To reflect the above strategy, the Board of Directors of the Company at their meeting held on 14th December, 2022 have considered and approved the proposal to change the name of the company from "Mahindra CIE Automotive Limited" to "CIE Automotive India Limited".

For effecting change in name of the Company, the Company needs to alter 'Clause I' of the Memorandum of Association of the Company which describes the name of the Company ("Name clause"). In accordance with Section 13(1) of the Act, the said alteration requires approval of the shareholders of the Company by way of a Special Resolution. Consequent to the alteration of the Name clause, reference to the name of the Company in the Articles of Association will also have to be altered.

Regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations") allow the company to change its name upon compliance of the following pre-conditions namely:

- a) a time period of at least one year has elapsed from the last name change;
- b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or
- c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.

In this connection, it is pertinent to note that a time period of more than one year has elapsed from the last name change. The last name change had occurred in the year 2013. There is neither any change in the existing line of business of the Company nor the Company is undertaking any new activity requiring the change in name. The old and new names are representative of the line of business in which the Company is engaged. Accordingly, the Company satisfies the said pre-conditions. In terms of Regulation 45 (3) of the Listing Regulations, a certificate obtained from M/s. Sharad Shah and Co., Chartered Accountants, (FRN109931W) dated 9th January, 2023 confirming compliance of the conditions prescribed under Regulation 45(1) of Listing Regulations is annexed hereto and forms part of this Notice of Postal Ballot.

Accordingly, pursuant to Section 13 (1) and 14 of the Companies Act, 2013 and Rules made thereunder, Regulation 45 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, if any, the consent of the Members is being sought for change of name of the company from "Mahindra CIE Automotive Limited" to "CIE Automotive India Limited" and alteration in the 'Clause I' i.e. 'Name Clause' of the Memorandum of Association of the Company by substituting the existing 'Clause I' by the following Clause:

I. The name of the Company is CIE Automotive India Limited.

The name "Mahindra CIE Automotive Limited" wherever appearing in the Articles of Association of the Company shall also be substituted by the new name "CIE Automotive India Limited".

Pursuant to the provisions of Section 4(4)(b) and other applicable provisions, if any, of the Companies Act, 2013, an application was submitted by the Company to Central Registration Centre, Office of Registrar of Companies, Ministry of Corporate Affairs (the RoC). The RoC has approved the application and issued a 'name reservation letter' dated 6th January, 2023. The 'name reservation letter' issued by the RoC is valid for a period of 60 days from the date of its issuance i.e., 6th January, 2023. It is hereby confirmed that the proposed name of the Company is in compliance with the Sections 4(2) and 4(3) of the Act.

In accordance with Section 13(2) of the Act, any change in the name of a company shall not have effect except with the approval of the Central Government in writing (the powers of Central Government are delegated to RoC). Upon approval of the Central

Government, a fresh certificate of incorporation in the new name of the Company shall be issued as per Section 13(3) of the Act and the change in the name shall be complete and effective only on issue of such certificate. For obtaining approval of the Central Government, the Company needs to submit necessary application in prescribed form. Obtaining of shareholders' approval is one of the requirements for submitting the said application. It is hereby clarified that though the 'name reservation letter' issued by the RoC is valid for a period of 60 days from the date of its issuance i.e., 6th January, 2023, in case required application to Central Government could not be filed within the said 60 days, the Company will re-apply for the name reservation as per Section 4(4)(b) of the Act and shall complete the necessary requirements for effecting the change in name of the Company.

A copy of Memorandum of Association and Articles of Association of the Company, the name reservation letter issued by Central Registration Centre, Office of Registrar of Companies, Ministry of Corporate Affairs and certificate obtained from M/s. Sharad Shah and Co., Chartered Accountants, as aforesaid, would be available electronically for inspection, without any fee, to the members from the date of circulation of this Notice of Postal Ballot up to the closure of the remote e-voting period. As mentioned in Note 11 of the Notes attached to this Notice of Postal Ballot, members seeking to inspect such documents can send an email to mcie.investors@cie-india.com.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 1.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the Members.

By Order of the Board
For Mahindra CIE Automotive Limited

Pankaj V. Goyal
Company Secretary and Compliance Officer
Membership Number – A 29614

Pune, 23rd January, 2023

Registered Office:

Suite F9D, Grand Hyatt Plaza (Lobby Level),
Off Western Express Highway, Santacruz (E),
Mumbai- 400 055
CIN: L27100MH1999PLC121285
E-mail: mcie.investors@cie-india.com
Website: www.mahindracie.com
Tel: +91 22 62411031, Fax: +91 22 62411030



To
Board of Directors,
Mahindra CIE Automotive Limited
602 & 603, Amar Business Park
Opp. Sadanand Resort, Baner Road
Pune 411045.

We have examined the relevant records and information provided by the management of Mahindra CIE Automotive Limited (hereinafter referred to as "the company") in relation to issue a certificate for compliance with the conditions as prescribed under Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for change of Company's name from Mahindra CIE Automotive Limited to CIE Automotive India Limited.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

Management responsibility:

To provide necessary documents for proposing the change of name.

Practitioner responsibility:

To verify the documents and confirm the compliance with conditions as laid down under Regulation 45(1) of the Listing Regulations.

Opinion:

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby certify that

- Time period of at least one year has elapsed from the last name change. The Last name change had occurred in the year 2013.
- The condition mentioned in Regulation 45(1)(b) that "At least fifty percent of total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name" is Not Applicable since there is no new activity suggested by the New Name.*
- The condition mentioned in Regulation 45(1)(c) that "The amount invested in new activity/project is at-least fifty percent of the assets of the listed entity" is Not Applicable since there is no new activity/project suggested by the New Name.*

We have verified relevant records and according to explanation provided to us and to the best of the information as provided by the management, we are of the opinion that details given above are true and, that in relation to the proposed Change in name the Company has complied with all the conditions as prescribed in Regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.



Address: Gokul Nagar 'B', 1184/4, Fergusson College Road, Shivajinagar, Pune - 411 005.

Phone No.: 91 - 20 - 2553 5405 / 2553 5426 / 2553 6624

Email ID: info@ssandco.com **Website:** www.ssandco.com

Restriction on Use:

The above certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its onward submission to the Stock Exchanges, where the equity shares of the Company are listed and in respect of necessary compliance in connection with name change of the company as aforesaid. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

UDIN: 23042756BGVUTO1598
Place: Pune
Date: 09.01.2023



For Sharad Shah & Co.
Chartered Accountants
FRN: 109931W

A handwritten signature in blue ink, appearing to read "S. Kadam".

(Sunil S. Kadam)
Partner
MRN: 042756