

Mahindra *CIE*

MAHINDRA CIE AUTOMOTIVE LIMITED

(Formerly known as Mahindra Forgings Limited)

[CIN: L27100MH1999PLC121285]

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

Website: www.mahindra-cie.com • **E-mail:** mcie.investors@mahindracie.com • **Tel:** +91 2135 663300 **Fax:** +91 2135 663407

POSTAL BALLOT FORM

Postal Ballot No.

1. Name(s) of Shareholder(s) :
(including joint holder(s), if any)

2. Registered address of the :
Sole/First named Shareholder

3. Registered Folio No./DP ID No.*/ :
Client ID No.*
(*Applicable to shareholders holding
Shares in dematerialised form)

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions as proposed to be passed through Postal Ballot including E-voting for the business stated in the Notice dated 13th February, 2015 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares held by me	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution authorising the Board of Directors of the company to give loans to any of the subsidiaries of the Company, to give guarantee or provide security in connection with a loan made by any person to any of the subsidiaries of the company, to acquire by way of subscription, purchase or otherwise, the securities of any body corporate upto an aggregate amount not exceeding Rs. 25,000,000,000 (Rupees Two Thousand Five Hundred Crore) including the existing loans / guarantees / securities provided or investments made by the Company.			
2.	Special Resolution approving Related Party Transactions, entered into or to be entered into with Mahindra and Mahindra Limited upto Rs. 12,000,000,000 (Rupees One Thousand Two Hundred Crore) being the maximum Value of Transactions per annum with effect from 1 st April, 2014 and every year thereafter.			
3.	Special Resolution pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 for alteration of Article 144(5), Article 179, Article 148(2) and Article 148(6) of the Articles of Association of the Company.			
4.	Appointment of Mr. Suhail Nathani (DIN: 01089938), as an Independent Director of the Company for 5 (five) consecutive years commencing from 12 th December, 2014.			
5.	Appointment of Mr. Pedro Jesus Echegaray Larrea (DIN: 06713892) as a Director liable to retire by rotation.			
6.	Approval of Appointment and Remuneration of Mr. Pedro Jesus Echegaray Larrea (DIN: 06713892) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 21 st October, 2014.			
7.	Approval of Appointment and Remuneration of Mr. Hemant Luthra (DIN: 00231420) as a Whole-time Director (Executive Director) of the Company for a period of 3 (three) years with effect from 1 st April, 2015.			
8.	Approval of appointment and remuneration of Mr. K. Ramaswami (DIN: 00517598) as a Managing Director of the Company for a further period of 3 (Three) years with effect from 4 th October, 2014 to 3 rd October, 2017.			

Place :

Date :

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	USER ID	PASSWORD

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

INSTRUCTIONS

I. PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY POSTAL BALLOT (IN PAPER FORM)

1. A Member desirous of exercising vote by Postal Ballot should complete this Postal Ballot Form (no other form will be permitted) in all respects and send it to the Scrutinizer in the attached self-addressed envelope. However, envelope containing Postal Ballot Form, if sent by registered post / courier at the expense of the Member or if deposited with the Company in person will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company / furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the Postal Ballot mentioning the Registration No. of the PoA with the Company or enclosing a copy of the PoA authenticated by a Notary.
3. In case of shares held by corporate or institutional shareholder (i.e. companies, societies etc.) the duly completed Postal Ballot Form should be accompanied by a Certified Copy of the Board Resolution/ appropriate letter of authorization giving the requisite authority to the person voting on the Postal Ballot Form.
4. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
6. The Members holding Equity Shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants (DP). The signature should be verified by the Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker /DP and name, stamp and signature of the Authorized Signatory.
7. A Member need not cast all his/her votes in the same manner.
8. The Members are requested not to send any document (other than the Resolution/Authority Letter as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous matter be found in such envelope, this will not be considered and would be destroyed by the Scrutinizer.
9. The duly completed and signed form (no other form or photocopy thereof is permitted) should reach the Scrutinizer on or before the close of working hours (i.e. 5.00 p.m. IST) on Wednesday, 25th March, 2015. **The Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the member.**

II. PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING

(a) In case of Shareholders receiving e-mail from Karvy:

- (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Postal Ballot Form / Email forwarded through the electronic notice:

User-ID	For shareholder(s)/ Beneficial Owner(s) holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID followed by 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for Security reasons, i.e. please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event', i.e. 'Mahindra CIE Automotive Limited'.
- (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
- (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate / Institutional Members (Corporate / FIs / FIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sbhagwatcs@yahoo.co.in with a copy to evoting@karvy.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
- (xii) Members can download Postal Ballot Form from the link URL: <https://evoting.karvy.com> or www.mahindra-cie.com or can obtain duplicate Form from by sending request to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Unit: Mahindra CIE Automotive Limited, Plot No.17-24, Vital Rao Nagar, Madhapur, Hyderabad-500081 or to the Company at its registered office or at mcie.investors@mahindracie.com.

(b) In case of Shareholders receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Private Limited at 040-44655000 or at 1800-3454-001 (toll free).
- (d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (e) The period of e-voting starts at 10.00 a.m. on 24th February, 2015 and ends at 5.00 p.m. on 25th March, 2015. E-voting shall be disabled by Karvy at 05.00 p.m. on 25th March, 2015.
- (f) The date of declaration of results of the postal ballot, i.e. Friday, 27th March, 2015 at 4.00 p.m., shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

III. GENERAL INSTRUCTIONS

1. There will be only one Postal Ballot Form/E-Voting for every Registered Folio / Client ID irrespective of the number of Joint Member(s).
2. Voting rights shall be reckoned in proportion to the paid up value of equity shares registered in the name of the Members as on Friday, 13th February, 2015 (Cut-off date).
3. Voting rights in the Postal Ballot/E-Voting cannot be exercised by proxy.
4. **If a member has opted for e-voting, then he/she should not submit the Postal Ballot form and vice-versa.** However, in case members cast their vote both via postal ballot form and e-voting, then voting through postal ballot form shall prevail and voting done by e-voting shall be treated as Invalid, irrespective which is cast first.
5. The Scrutinizer's decision on the validity of the vote shall be final.
6. 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
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than close of working hours on Wednesday, 25th March, 2015.