

NOTICE

The **TWENTY THIRD ANNUAL GENERAL MEETING** of the Members of **MAHINDRA CIE AUTOMOTIVE LIMITED** will be held on Monday, 25th April, 2022 at 10:30 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue, to transact the businesses mentioned below.

The proceedings of the 23rd Annual General Meeting ("AGM") shall deemed to be conducted at the Registered Office of the Company situated at Suite F9D, Grand Hyatt Plaza (Lobby Level), Off Western Express Highway, Santacruz (E), Mumbai - 400055 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. Consideration and adoption of the Audited Financial Statements (along-with Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st December, 2021 along-with the reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st December, 2021 along-with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. Declaration of Dividend of ₹ 2.50/- per ordinary Equity Share of face value of ₹ 10 each for the financial year ended 31st December, 2021 and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT a Dividend of ₹ 2.50/- (Two rupees and fifty paise only) per Ordinary Equity Share of the face value of ₹ 10 each for the financial year ended 31st December, 2021 as recommended by the Board of Directors be and is hereby declared and that the said Dividend be distributed out of the accumulated balance of retained earnings representing the accumulated surplus in the profit and loss account as at 31st December, 2021."
3. To re-appoint Mr. Anil Haridass (DIN: 00266080), who retires by rotation and being eligible offers himself for re-appointment, as a director liable to retire by rotation and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Haridass (DIN: 00266080) who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be re-appointed as a Director of the Company, liable to retire by rotation."
4. To re-appoint Mr. Ander Arenaza Alvarez (DIN: 07591785) who retires by rotation and being eligible offers himself for re-appointment, as a Director liable to retire by rotation and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ander Arenaza Alvarez (DIN: 07591785) who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be re-appointed as a Director of the Company, liable to retire by rotation."
5. Appointment of M/s. B S R & Co. LLP (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a consecutive term of 5 years including the manner in which the remuneration and other terms of appointment of the Auditors shall be fixed and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be appointed as Statutory Auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of the 23rd Annual General Meeting of the Company till the conclusion of the 28th Annual General Meeting to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.
RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee of the Board), be and is hereby authorised on behalf of the Company, including but not limited to determine role and responsibilities/scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as

it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution and with the power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of the Resolution.”

SPECIAL BUSINESS

6. Ratification of Remuneration to Cost Auditor and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, the Members ratifies the remuneration payable to Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st December, 2022, amounting to ₹ 13,20,000 (Rupees thirteen lakh twenty thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Appointment of Mr. Puneet Renjhen (DIN: 09498488) as Director of the Company and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Puneet Renjhen (DIN: 09498488), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd February, 2022 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. Approval of re-appointment of Mr. Manoj Mullassery Menon (DIN: 07642469) as Whole-time Director of the Company and remuneration payable to him and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of the Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and the recommendation of the Board of Directors of the Company and Nomination and Remuneration Committee, approval of the members be and is hereby accorded for re-appointment of Mr. Manoj Mullassery Menon (DIN: 07642469) as a Whole-time Director (designated as Executive Director) of the Company for a period of 3 (Three) years with effect from 17th October, 2022 and that the remuneration (excluding the Stock Appreciation Benefit and Employees Stock Options Scheme) payable to Mr. Menon, as the Whole-time Director (designated as Executive Director) of the Company shall not exceed ₹ 20,000,000 (Rupees twenty million) per annum by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company to decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid to Mr. Menon subject to condition that the remuneration (excluding the Stock Appreciation Benefit and Employees Stock Options Scheme) shall not exceed the limit of remuneration of ₹ 20,000,000 (Rupees twenty million) per annum as mentioned above.

RESOLVED FURTHER THAT Mr. Menon shall be entitled to Stock Appreciation Benefits in accordance with the Stock Appreciation Benefit Policy and Employees Stock Options in accordance with Employees Stock Options Scheme – 2015 of the Company and the amount payable under the Stock Appreciation Benefit Policy and the perquisite value of the options exercised by him shall be over and above the aforesaid limits of ₹ 20,000,000 (Rupees twenty million); provided that the aggregate remuneration payable to Mr. Menon along-with remuneration payable to other Whole-time Director(s) or Managing Director(s) of the Company, if any, shall be subject to the overall ceiling of 7% of the net profits of the Company in a financial year or such other limits as may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) shall decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. Approval of re-appointment of Mr. Ander Arenaza Alvarez (DIN: 07591785) as Whole-time Director of the Company and remuneration payable to him and in this regard to consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of the Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and subject to approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such terms and conditions, as may be prescribed or imposed by the Central Government or any of the authorities while granting such approvals, permissions and sanctions; approval of the members be and is hereby accorded for re-appointment of Mr. Ander Arenaza Álvarez (DIN: 07591785), as a Whole-time Director (designated as Executive Director) of the Company for a period of 3 (three) years with effect from 13th September, 2022 and that the remuneration payable to Mr. Arenaza, as the Whole-time Director (designated as Executive Director) of the Company shall not exceed ₹ 2,400,000 (Rupees two million four hundred thousand) per annum by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company to decide, from time to time, on recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid to Mr. Arenaza.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) shall decide the manner of payment of remuneration and other benefits and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

10. Approval of remuneration payable to Mr. Anil Haridass (DIN: 00266080) as Non-Executive Director of the Company and in this regard to consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, approval of members is and hereby accorded for the payment of remuneration of ₹ 2,500,000 (Rupees two million five hundred thousand) per annum by way of a monthly or quarterly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to Mr. Anil Haridass (DIN: 00266080) as the Non-Executive Director of the Company for the period of three years from 23rd February, 2022 to 22nd February, 2025.

RESOLVED FURTHER THAT the aggregate remuneration payable to Mr. Haridass and/or remuneration, if any, paid to other Non-Executive Directors of the Company, taken together shall be subject to the overall ceiling of 4% of the net profits of the Company in a financial year or such other limits as may be approved by the members of the Company from time to time.

RESOLVED FURTHER THAT approval of the members is accorded to the Board of Directors of the Company (including any Committee thereof) to decide the manner of payment of remuneration and other benefits within the overall limits as may be approved by the members from time to time and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For **Mahindra CIE Automotive Limited**

Pankaj V. Goyal
Company Secretary & Compliance Officer
Membership No.: A29614

Pune, 22nd February, 2022

Registered Office:
Mahindra CIE Automotive Limited
CIN: L27100MH1999PLC121285
Suite F9D, Grand Hyatt Plaza (Lobby Level),
Off Western Express Highway, Santacruz (E),
Mumbai - 400055
E-mail: mcie.investors@cie-india.com
Website: www.mahindracie.com
Tel: +91 22 62411031
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NOTES

1. In compliance with General Circular No. 21/2021 dated 14th December 2021, read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 19/2021 dated 8th December, 2021, ("MCA Circulars"), the 23rd Annual General Meeting ("AGM" or "Meeting") of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("VC/OAVM") without physical presence of the Members at a common venue. In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Pursuant to the provisions of the Companies Act, 2013 ("the Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. However, as the AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, pursuant to Section 113 of the Companies Act, 2013 Institutional / Corporate members (i.e., any Body Corporate) may appoint its representative to attend the AGM on their behalf and to vote electronically either during the remote e-voting period or during the AGM. For this necessary Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at sbhagwatcs@yahoo.co.in with a copy marked to mcie.investors@cie-india.com.
3. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
4. The Explanatory Statement as required under Section 102 of the Act is annexed hereto. Further, additional information with respect to Item Nos. from 3 to 5, pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is also annexed to the Notice of AGM.
5. The Board of Directors have considered and decided to include the Special Businesses as mentioned under Item Nos. from 6 to 10 of the Notice of AGM, as they are unavoidable in nature.
6. **Attending AGM:** All the Member will be provided with a facility to attend the AGM through VC/OAVM facility provided by KFin Technologies Private Limited, the Registrar and Transfer Agent (RTA or KFin Tech) of the Company. Kindly refer Note No. 20 (C) below for detailed instruction for participating in the AGM through VC/OAVM facility. A member logging-in to the VC/OAVM facility using the remote e-voting credentials provided by KFin Technologies Private Limited shall be considered for record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. **Remote e-Voting:** The Company is providing facility of remote e-voting during the remote e-voting period to its Members through KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company. Kindly, refer Note No. 20 (A) and 20 (B) below for detailed instruction for remote e-voting.
8. **Voting during the AGM:** Members who are present at the AGM through VC/OAVM facility but have not cast their vote on resolutions through remote e-voting may cast their vote through e-voting during the AGM. Kindly refer Note No. 20 (C) below for instruction for e-voting during the AGM.
9. The Register of Members and Transfer Book of the Company will be closed from Tuesday, 19th April, 2022 to Monday, 25th April, 2022 (both days inclusive) for the purpose of AGM and identifying the members entitled for dividend.
10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the Notice calling the 23rd AGM along with the Annual Report for the Financial Year ended 31st December, 2021, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. In accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, printed copies of the aforementioned documents are being sent by permitted mode to the Members who have not registered their e-mail addresses.
11. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 25th March, 2022 have been considered for the purpose of sending the Notice of AGM and the Annual Report. However, instructions have been given at Note No. 20 (B) (II) to enable those persons who become members after Friday, 25th March, 2022 to receive the Notice of AGM and the Annual Report.
12. The Notice of AGM and the Annual Report has been uploaded on the website of the Company at www.mahindrachie.com. The same is also available on the website of KFin Technologies Private Limited

at <https://evoting.kfintech.com/>. The Notice shall also be accessible from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. In case a Member is desirous of obtaining physical copy of the notice and/or Annual Report, the member may send request to mcie.investors@cie-india.com mentioning Folio No. / DP ID and Client ID and the same shall be provided by the Company.

13. Submission of questions / queries prior to AGM:

- a. Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to send an email from their registered email address, to the Company Secretary of the Company, on the Company's investor email address: mcie.investors@cie-india.com at least 48 hours before the date of the AGM i.e., till 10:30 a.m. (IST) on 23rd April, 2022, so as to enable the Management to keep the information ready. Please note that Members' questions will be answered only if they holds shares as on the cut-off date.
- b. Alternatively, shareholders holding shares as on cut-off date may also visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the email received from KFintech/generated as per procedure provided in Note No. 20(B) (ii). On successful login click on the tab "Post Your Queries Here" to post queries/ views/ questions. The window shall be available from Thursday, 21st April, 2022, 9:00 a.m. (IST) to Saturday, 23rd April, 2022, 10:30 a.m. (IST).

14. Speaker Registration before AGM:

Members of the Company who would like to speak or express their views or ask questions during the AGM needs to register themselves as speaker. For this member should visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the email received from KFintech/generated as per procedure provided in Note No. 20(B)(ii). On successful login, select 'Speaker Registration' and follow the process as guided on the screen. The window for Speaker Registration shall be open from Thursday, 21st April, 2022, 9:00 a.m. (IST) to Saturday, 23rd April, 2022, 10:30 a.m. (IST), during which the registration must be completed.

Please note that, only those members holding shares as on the cut-off date who have registered themselves as 'Speaker', by following the procedure as mentioned above, shall only be able to speak and express their views / raise queries, during the meeting. If a member is not registered as 'Speaker', such member attending the AGM will be placed under 'listen only' module. **Due to limitations of**

transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No. 13 above.

15. Procedure for inspection of documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Monday, 25th April, 2022. Members seeking to inspect such documents can send an email to mcie.investors@cie-india.com.

16. In compliance with the provisions of section 108 of the Act read with Rule 20 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 all resolutions set forth in this Notice, through remote e-voting during the remote e-voting period. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein below.

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

- i. Day, date and time of commencement of remote e-voting: **Thursday, 21st April, 2022 at 9:00 a.m. (IST)**
- ii. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Sunday, 24th April, 2022 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.

18. The Company has fixed Monday, 18th April, 2022 as the "**cut-off date**" for identifying the Members who shall be eligible for participation in the AGM through VC/OAVM facility and voting either through remote e-voting during the remote voting period or through e-voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to attend the AGM and to vote on the resolutions

as set-forth in the Notice. The voting rights of the Members, in respect of remote e-voting or e-voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

19. For accessing the remote e-voting platform provided by KFinTech and the platform provided for attending the AGM through VC/OAVM (including e-voting during the AGM) by KFin Tech, the members are provided with the Login ID and Password (Login Credentials) in the following manner:

- a) **For individual shareholders holding shares in demat mode :** The Login Credentials provided in the e-mail received from KFinTech/ generated as per procedure provided in Note No. 20(B)(II) are required for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform. For remote e-voting, such shareholders i.e. Individual Shareholders holding shares in Demat Mode, can use the facility of single login and access the remote e-voting platform from their demat account(s) / website(s) of Depositories / Depository Participants (DPs).

For further details please refer Note No. 20 (A) and Note No. 20 (C) of this AGM notice.

- b) **For non-individual shareholders holding shares in demat mode and all shareholders holding shares in physical mode:** The Login Credentials provided in the e-mail received from KFinTech as provided in in Note No. 20(B)(I)/generated as per procedure provided in Note No. 20(B)(II), are required for remote e-voting during the remote e-voting period as mentioned above and for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform provided by RTA.

For further details please refer Note No. 20 (B) and Note No. 20 (C) of this AGM notice.

20. **Instructions for members for remote e-Voting, e-voting during the AGM and for attending the AGM through VC/OAVM**

- 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 electronically through remote e-voting during the remote e-voting period

by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). 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 Private Limited). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Private Limited will be required and members must follow the detailed procedure as provided in Note No. 20(C) below.

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	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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.
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1

Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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	<p>1. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e., KFinTech where the e - Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. 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. 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.

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 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 25th March, 2022 and receiving notice of AGM by email (in cases when email id is registered):

Member will receive an e-mail from KFinTech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and Password. Kindly follow the following steps:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- 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.

- iii. 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.
- iv. After entering these details appropriately, click on "LOGIN".
- v. 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.
- vi. You need to login again with the new password as reset by you.
- vii. On successful login, the system will prompt you to select the "EVENT" of Mahindra CIE Automotive Limited.
- viii. On the voting page, all the items as mentioned in the notice of the AGM shall be listed.
- ix. Voting has to be done separately for each folio/ demat accounts.
- x. 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.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit".

xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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(s).

xiii. 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 with a 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 naming format "Corporate Name_ EVENT NO."

II. In case of Members receiving Notice of AGM in printed form (since the email address is not registered) or the persons who become member of the Company after 25th March, 2022 and holding shares as on the Cut-off Date

As mentioned in the Note No. 10, printed copies of the Notice of AGM and the Annual Report are being sent to the shareholders whose email addresses are not registered with the RTA/Depositories as on 25th March, 2022, being the date reckoned for dispatch. The login credentials of such shareholders are provided in separate remote e-voting instruction sent along-with the Annual Report which inter-alia contains procedure for generating of password by such shareholders. Such shareholders as well as any person who acquires Shares of the Company and becomes Member of the Company after Friday, 25th March, 2022 being the date reckoned for the dispatch of the AGM Notice & Annual Report and who holds/continue to hold shares as on the cut-off date i.e. Monday, 18th April, 2022, may obtain their 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.
- iii. 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. You may have to provide scanned copies of your self-attested PAN Card, Aadhaar Card, Share Certificate or client master of the demat account in which shares of the Company are held etc. as may be required.
- iv. The members holding shares as on Friday, 25th March, 2022 (being the date reckoned for the dispatch of the AGM Notice & Annual Report) and who continue to hold shares as on the cut-off date i.e., Monday, 18th April, 2022, and whose email address and mobile number is not registered, may follow below procedure to register their email address and mobile number for limited purpose of receiving the Remote e-voting Login Credentials along-with copy of Notice of AGM and Annual Report:
 - a. Visit the link:
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - b. Select the Company name viz. Mahindra CIE Automotive Limited.
 - c. Enter the DP ID & Client ID / Physical Folio Number and PAN details. If the PAN details are not available on record in respect of a Physical Folio, Member shall enter one of the Share Certificate numbers.
 - d. Upload a self-attested copy of the PAN card (in case registered) or a self-attested copy of share certificate details of which are entered as mentioned above, for authentication.
 - e. Enter your email address and mobile number.
 - f. The system will then confirm the email address for receiving this AGM Notice.
 - g. After successful submission of the email address, KFinTech will email the Annual Report, the Notice of AGM along with the e-voting user ID and password to the shareholders on or before 20th April, 2022.
 - v. Once the password is received/retrieved by the shareholders, you may kindly follow the instructions as mentioned in Note No. 20(B)(i).
- C) **Login Method for attending the AGM through VC/OAVM and e-voting during the AGM for all shareholders including the individual shareholders holding shares in Demat Mode:**
 - i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members can access the VC/OAVM platform at <https://emeetings.kfintech.com/>.
 - ii. For attending the AGM all the shareholders (including the **individual shareholders holding shares in Demat Mode**) need to use the remote e-voting login credentials as provided by KFinTech/Company.
 - iii. The remote e-voting credentials will either be received through email from the Company/KFinTech (as mentioned in Note No. 20 (B)(i)(i)) or can be generated or retrieved by following the procedure as mentioned in Note No. 20 (B)(ii).
 - iv. After logging in, using the remote e-voting credentials provided by Company/KFinTech, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
 - v. Members attending the AGM through VC/OAVM and who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the AGM (e-voting) when window for e-voting is activated.
 - vi. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. For voting, an icon will appear on your screen, once the voting is activated. You will be re-directed to voting page once you click on the icon. You can continue to be part of the meeting while you cast your vote. The shareholders shall be guided on the process during the AGM.
 - vii. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

21. Instructions for all the shareholders, for attending the AGM of the Company through VC/OAVM

- i. Members can join the AGM through VC/OAVM facility 30 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned at Note No. 20 (C) above in the Notice, and this mode will be available throughout the proceedings of the AGM.
- ii. As per the MCA Circular, up to 2,000 members will be able to join the AGM through VC/OAVM facility on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- iii. Members will be required to grant access to the web-cam, if they intend to speak at the AGM and have registered as 'Speaker Shareholder' (kindly refer Note No. 14 for registration as Speaker Shareholder).
- iv. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of any of Google Chrome, Safari, Internet Explorer 11, MS Edge or Firefox browsers. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode,

Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://emeetings.kfintech.com/> or contact at mcie.investors@cie-india.com or KFin's toll free No.: 1800-3454-001 for any further clarifications or can email queries to evoting@kfintech.com or mcie.investors@cie-india.com.

22. Details of Scrutinizer:

Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final.

23. Once the vote on a resolution stated in this notice is cast by a Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again during the AGM.
24. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
25. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e., www.mahindracie.com and on the website of KFin Technologies Private Limited i.e., <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
26. The Resolutions shall be deemed to be passed at the Registered Office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
27. **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 1800-3454-001 or can send email to evoting@kfintech.com. Any grievances connected with the remote e-voting, attending the e-AGM through video conferencing or e-voting during the AGM may be addressed to Ms. Sheetal Doba, Manager - Corporate Registry, KFin Technologies Private Limited, Unit: Mahindra CIE Automotive Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,