

## NOTICE

**THE SEVENTEENTH ANNUAL GENERAL MEETING OF MAHINDRA CIE AUTOMOTIVE LIMITED** will be held at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025 on Tuesday, the 17<sup>th</sup> day of May, 2016 at 3.30 p.m. to transact the following businesses:

### ORDINARY BUSINESS

- 1) To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> December, 2015 (covering a period of nine months from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> December, 2015) which includes the Audited Balance sheet as at 31<sup>st</sup> December, 2015 and the statement of Profit and Loss for the Financial Year ended on that date together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> December, 2015 (covering a period of nine months from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> December, 2015) which includes the Audited Consolidated Balance sheet as at 31<sup>st</sup> December, 2015 and Consolidated statement of Profit and Loss for the Financial Year ended on that date together with the Reports of the Auditors thereon.
- 2) To appoint a director in place of Mr. Hemant Luthra (DIN 00231420), who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) To appoint a director in place of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) **To consider and, if thought fit, to pass the following as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 139,141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”), until the conclusion of the next AGM of the Company, 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.”

### SPECIAL BUSINESS

- 5) **To consider and, if thought fit, to pass the following as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies

Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the Rules) and pursuant to the recommendation of the Audit Committee, Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030), appointed by the Board of Directors of the Company as Cost Auditors, for conducting the audit of the cost records of the Company for the Financial Year 2016 commencing from 1<sup>st</sup> January, 2016 and ending on 31<sup>st</sup> December, 2016, be paid remuneration of ₹ 9,50,000/- (Rupees Nine Lacs Fifty Thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, if any, as may be incurred by them during the course of Audit.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things 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.”

### Notes:

1. In terms of Section 102 of the Companies Act, 2013, an explanatory statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable. Proxy holder shall prove his/her identity at the time of attending the meeting.

A proxy shall not have a right to speak at the Annual General Meeting. However, in case a member has not voted through the remote e-voting facility, the proxy may be entitled to vote through Ballot at 17<sup>th</sup> Annual General Meeting (AGM).

3. Members/Proxies/Representatives are requested to bring a copy of Annual Report along with the copy of Attendance Slip enclosed for attending the Meeting.
4. In the case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated.
5. Bodies Corporate, whether a company or not, who are Members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation letter/ resolution authorising the same should be deposited with the Company/RTA/Scrutinizer.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to Karvy Computershare Private Limited on below mentioned address.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their Registered Office at Karvy Selenium, Tower B, Plot 31 & 32, Financial District, Gachibowli, Hyderabad, 500032.
8. The Register of Members and Transfer Books of the Company will be closed from 11<sup>th</sup> May, 2016 to 17<sup>th</sup> May, 2016 (both days inclusive).
9. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the AGM along with the Annual Report for the Financial Year ended 31<sup>st</sup> December, 2015, would be sent by electronic mode on the e-mail addresses as obtained from Depositories/ Registrar and Share Transfer Agent, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy Computershare Private Limited (in case of Shares held in physical form), in the prescribed form which can be down loaded from the Company's website at <http://www.mahindrachie.com/investors/downloads/documents.html#other-documents-and-disclosures>.

Even after registering for e-communication, Members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the Members may also send requests to the Company's investor email id: [mcie.investors@mahindrachie.com](mailto:mcie.investors@mahindrachie.com)

Members may also note that the Notice of the AGM and the Annual Report for the Financial Year ended 31<sup>st</sup> December, 2015 will also be hosted on the Company's

website at (a) <http://www.mahindrachie.com/investors/downloads/notices.html#annual-general-meeting> and (b) <http://www.mahindrachie.com/investors/investor-relations/annual-report.html>, respectively for their download.

10. The Company has fixed Tuesday, 10<sup>th</sup> May, 2016 as the cutoff date for identifying the Shareholders for determining the eligibility to vote by remote e-voting facility or at the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are provided herewith at Note No. 16 and forms part of this Notice. 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 only shall be entitled to vote on the resolutions through the facility of remote e-voting or by voting through Ballot at the AGM.
11. Pursuant to the Integrated Scheme and the Composites Scheme Mahindra Ugine Steel Company Limited (MUSCO) and Mahindra Composites Limited (MCL) merged with the Company with effect from 10<sup>th</sup> December, 2014. Both MUSCO and MCL had unclaimed dividends which were transferred in the Books of the Company. Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has hosted the details of said unpaid and unclaimed amounts now lying with the Company on the website of the Company at <http://www.mahindrachie.com/investors/downloads/documents.html#unclaimed-dividends>.
12. Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of Section 205C of the Companies Act, 1956 and Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred an amount of ₹ 7,21,599/- and amount of ₹ 1,85,345/-, being the unclaimed amount in respect of dividend declared by MUSCO and MCL respectively for the Financial Year 2007-08 to the IEPF. No claim lies against the Company in respect of these dividends.
13. Due dates for claiming the unclaimed and unpaid dividends declared by MUSCO and MCL (Amalgamated Companies) for the Financial Year 2008-09 and thereafter to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
31 <sup>st</sup> March, 2010 (MUSCO)	27 <sup>th</sup> July, 2010	26 <sup>th</sup> August, 2017
31 <sup>st</sup> March, 2009 (MCL)	31 <sup>st</sup> July, 2009	30 <sup>th</sup> August 2016
31 <sup>st</sup> March, 2010 (MCL)	23 <sup>rd</sup> July, 2010	22 <sup>th</sup> August, 2017
31 <sup>st</sup> March, 2011 (MCL)	29 <sup>th</sup> July, 2011	28 <sup>th</sup> August, 2018

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Karvy Computershare Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

**14. Appointment/Re-appointment of Directors and their Shareholding in the Company.**

Mr. Hemant Luthra and Mr. Jesus Maria Herrera Barandiaran are the Directors whose office is liable to retire by rotation and are seeking re-appointment at the AGM.

As on 22<sup>nd</sup> February, 2016, Mr. Hemant Luthra holds 3,28,273 equity shares of the Company. Mr. Jesus Maria Herrera Barandiaran do not hold any share(s) in the Company.

For the information to be provided under Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Directors being appointed/re-appointed, brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of the companies in which the person also holds the directorship and the membership of Committees of the board, shareholding and relationships between directors inter-se is provided in the Corporate Governance Report and forms part of the Annual Report.

**15. Members are requested to:**

- a) Intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
- b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialised form;
- c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
- d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

**16. Electronic Voting through remote mode:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility

to its Members to exercise their right to vote at the AGM by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-Voting platform provided by Karvy Computershare Private Limited (Karvy).

The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). Members attending the AGM who have not already cast their vote by remote e-Voting shall be able to exercise their rights at the meeting. Facility of voting through ballot shall also be made available at the AGM.

- i. The remote e-voting facility will be available during the following period:
  - a) Day, date and time of commencement of remote e-voting: Friday 13<sup>th</sup> day of May, 2016 at 9.00 a.m.
  - b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Monday 16<sup>th</sup> Day of May, 2016 at 5.00 p.m.
- ii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their shares of the paid up equity share as on the cut-off date being 10<sup>th</sup> May, 2016.
- iii. Any person who acquires Shares of the Company and become Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 10<sup>th</sup> May, 2016, may obtain the User Id and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS:  
  
 MYEPWD<space> E-Voting Event Number +Folio number or DPID Client ID to +91-9212993399  
  
 Example for NSDL:  
 MYEPWD<SPACE>IN12345612345678  
  
 Example for CDSL:  
 MYEPWD<SPACE>1402345612345678  
  
 Example for Physical:  
 MYEPWD<SPACE> XXXX1234567890
  - b) if e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
  - c) Member may call Karvy's Toll free number 1-800-3454-001.

- d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
- iv. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- v. Details of Website: <https://evoting.karvy.com>
- vi. Details of persons to be contacted for issues relating to e-voting:
- Mr. Prem Kumar  
Karvy Computershare Private Limited  
Unit : Mahindra CIE Automotive Limited  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Hyderabad – 500 032.  
Tel. No.: +91 40 67162222/67161509;  
Toll Free No.: 18003454001  
Fax No.: +91 40 23001153;  
E-mail: [evoting@karvy.com](mailto:evoting@karvy.com).
- vii. Details of Scrutinizer: Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189)
- viii. **The procedure and instructions for remote E-Voting facility are as follows:**
- A. **In case of shareholders receiving email from Karvy:**
- Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
  - Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - After entering these details appropriately, click on "LOGIN".
- You will now reach password change menu wherein you are required to mandatorily change your 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.). 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.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-Voting Event Number for Mahindra CIE Automotive Limited.
- vi. 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.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 10<sup>th</sup> May, 2016 under "FOR/ AGAINST" 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 as on the cut-off date.
- viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. 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](mailto:sbhagwatcs@yahoo.co.in) with a copy to [evoting@karvy.com](mailto:evoting@karvy.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."
- B. **In case of shareholders receiving Notice by post:**
- Initial password is provided at the bottom of the Attendance Slip
  - Please follow all steps from Sl. No. (i) to Sl. No. (xiii) 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. Prem Kumar of Karvy Computershare Private Limited at 040-6716 1509 or at 1800-3454-001 (toll free).

- D. The Scrutinizer's decision on the validity of the vote shall be final.
  - E. Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder 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 Meeting, however such member shall not be allowed to vote again.
  - F. The Scrutinizer after scrutinising the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
  - G. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company ([www.mahindrachie.com](http://www.mahindrachie.com)) and on the website of Karvy (<https://evoting.karvy.com>). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
  - H. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 17<sup>th</sup> May, 2016, subject to receipt of the requisite number of votes in favour of the Resolutions.
17. All documents referred in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act 2013, will be available for inspection at the registered

office of the Company during business hours on all working days except Saturdays and Sundays up to the date of the AGM of the Company.

**18. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

19. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is 'near to Sidhdivinayak Temple'. The same has been hosted on the website of the Company at <http://www.mahindrachie.com/investors/downloads/notices.html#annual-general-meeting>.

By Order of the Board

**Krishnan Shankar**  
Company Secretary & Head - Legal

Mahindra CIE Automotive Limited  
CIN: L27100MH1999PLC121285

**Registered Office:**

Mahindra Towers,  
P. K. Kurne Chowk,  
Worli, Mumbai - 400 018.

[e-mail: mcie.investors@mahindrachie.com](mailto:mcie.investors@mahindrachie.com)

Website: [www.mahindrachie.com](http://www.mahindrachie.com)

Tel: +91 22 24931441

Fax: +91 22 24915890

22<sup>nd</sup> February, 2016

## Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

### ITEM NO.5

The Board of Directors, at its Meeting held on 22<sup>nd</sup> February, 2016, on the recommendation of the Audit Committee, approved the re-appointment of Mr. Dhananjay V. Joshi & Associates, Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> December, 2016, at a remuneration of ₹ 9,50,000/- (Rupees Nine Lacs Fifty Thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, if any, as may be incurred by the Auditor during the course of Audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a company are required to ratify the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of Cost records, if applicable and statutorily required for the Financial Year ending 31<sup>st</sup> December, 2016.

### Route map for venue of the 17<sup>th</sup> Annual General Meeting:

Date: 17<sup>th</sup> May, 2016,

Time: 3.30 P.M.

(Prominent land mark- behind Shree Siddhivinayak Temple)

None of the Directors, Key Managerial Personnels of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

The Directors recommend the Resolution set out at Item No. 5 as an Ordinary Resolution, for the approval of the Shareholders.

By Order of the Board

**Krishnan Shankar**

Company Secretary & Head - Legal

Mahindra CIE Automotive Limited

CIN: L27100MH1999PLC121285

### Registered Office:

Mahindra Towers,  
P. K. Kurne Chowk,  
Worli, Mumbai - 400 018.

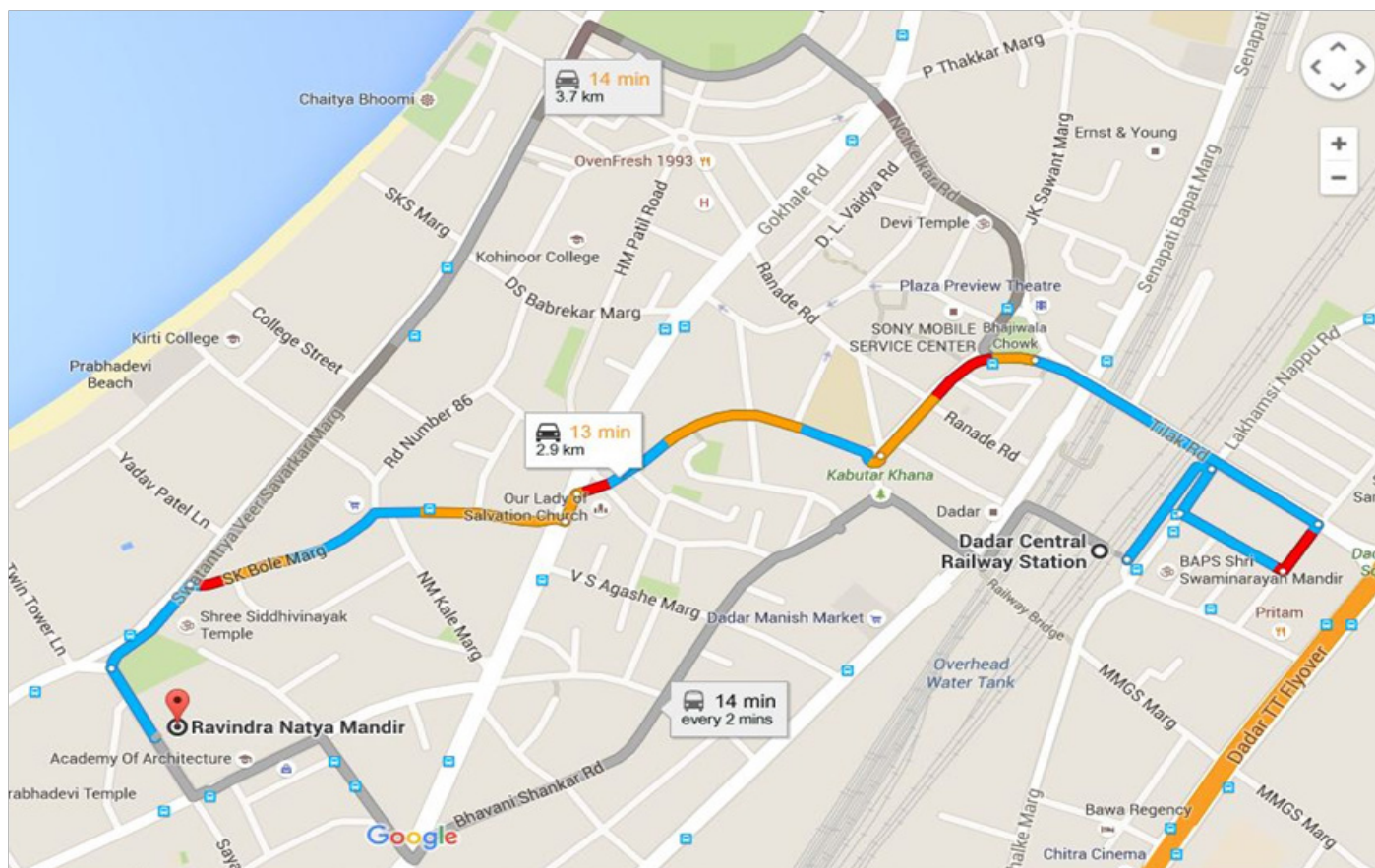
e-mail: [mcie.investors@mahindrachie.com](mailto:mcie.investors@mahindrachie.com)

Website: [www.mahindrachie.com](http://www.mahindrachie.com)

Tel: +91 22 24931441

Fax: +91 22 24915890

22<sup>nd</sup> February, 2016



# MAHINDRA CIE AUTOMOTIVE LIMITED

CIN: L27100MH1999PLC121285

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

Website: [www.mahindracie.com](http://www.mahindracie.com); e-mail: [mcie.investors@mahindracie.com](mailto:mcie.investors@mahindracie.com)

Tel: +91 22 24901441 Fax: +91 22 24901667

## PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Regd. Folio No./ Client ID No./ DP ID:	

I / We, being the member(s) of \_\_\_\_\_ Shares of Mahindra CIE Automotive Limited, hereby appoint

1. Name \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_, Signature \_\_\_\_\_, or failing him
2. Name \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_, Signature \_\_\_\_\_, or failing him
3. Name \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_, Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on Tuesday, the 17<sup>th</sup> day of May, 2016 at 3.30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional **	
		For	Against
Ordinary Business			
1	To receive, consider and adopt  a) Standalone Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> December, 2015 (covering a period of nine months from 1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> December, 2015) together with the Reports of the Board of Directors and Auditors thereon, and  b) Audited Consolidated Financial Statements for the Financial Year 31 <sup>st</sup> December, 2015 (covering a period of nine months from 1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> December, 2015) together with the Reports of the Auditors thereon.		
2	Re-appointment of Mr. Hemant Luthra (DIN 00231420), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.		
3	Re-appointment of Mr. Jesus Maria Herrera Barandiaran (DIN: 06705854), as director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.		

Resolution No.	Resolutions	Optional **	
		For	Against
4	Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company 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.		
<b>Special Business</b>			
5	Approval for the Remuneration payable to Messrs. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030) as the Cost Auditor of the Company.		

Signed this ..... day of ..... 2016

Signature of proxy holder .....

Affix  
Revenue  
Stamp

Notes:

Signature of shareholder

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- (4) \*\* This is only optional. Please put a 'TICK' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.





ANNUAL REPORT : APR - DEC 2015

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## Mahindra CIE Business Overview

Mahindra CIE is a multi-technology automotive components supplier listed on Stock Exchanges in India. We are an alliance between the CIE group which holds the majority stake and the Mahindra group which also has a significant stake.

