

December 12, 2016

BSE Limited Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001. BSE Scrip Code: 532756	National Stock Exchange of India Limited Corporate Relationship Department, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Scrip Code: MAHINDCIE
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Sub: Amalgamation of wholly-owned overseas subsidiaries with Mahindra CIE Automotive Limited

Dear Sirs,

The exchanges are hereby informed that, the Board of Directors of the Company at its meeting held today approved the Scheme of Amalgamation of Mahindra Forgings Global Limited ("MFGL") and Mahindra Forgings International Limited ("MFIL") with Mahindra CIE Automotive Limited ("MCIE" or "Company") and their respective shareholders and creditors.

Since MFGL and MFIL are wholly-owned subsidiaries of the Company, no shares will be issued as consideration for the amalgamation.

The Scheme of Amalgamation is subject to requisite statutory / regulatory approvals in India and Mauritius, including directions and approval of the Hon'ble High Court of Bombay or the National Company Law Tribunal (NCLT) and/or such other appropriate authority, as may be applicable and the Supreme Court of Mauritius.

The details as required under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the specified format is enclosed herewith.

The meeting commenced at 3.30 p.m. and concluded at 5.30 p.m.

Thanking you,
Yours faithfully,

For Mahindra CIE Automotive Limited



K. Jayaprakash
Chief Financial Officer



Disclosure under Para A of Part A of Schedule III of the Listing Regulations

Sr. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Transferor Companies: (located in Mauritius)</p> <ul style="list-style-type: none"> • Mahindra Forgings Global Limited ("MFGL") • Mahindra Forgings International Limited ("MFIL") <p>Transferee Company: (located in India) Mahindra CIE Automotive Limited ("MCIE")</p> <p>Both the Transferor companies are wholly owned subsidiaries of MCIE</p> <p>As per the scheme, MFGL and MFIL will be amalgamated into MCIE</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Since both the Transferor companies are wholly-owned subsidiaries of MCIE:</p> <p>(1) The companies are related parties; (2) No shares will be issued as consideration for the amalgamation and the shares held by MCIE in MFGL and MFIL shall stand cancelled.</p>
3.	Area of business of the entity(ies)	The Transferee Companies are investment holding companies
4.	Rationale for amalgamation/merger	<ul style="list-style-type: none"> • Rationalizing multiple foreign subsidiaries in the group to ensure optimized legal entity structure more aligned with the business • Reorganizing the legal entities in the group structure so as to obtain significant cost savings and/or simplification benefits; • Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by MFGL and MFIL; • Rationalizing costs by elimination of administrative functions and multiple record-keeping;
5.	In case of cash consideration – amount or otherwise share exchange ratio;	<p>Since MFGL and MFIL are wholly-owned subsidiaries of the Company, no shares will be issued as consideration for the amalgamation and the shares held by MCIE in MFGL and MFIL shall stand cancelled. As a result, the shareholders of MCIE will continue to remain beneficial owners of MCIE in the same proportion in which they hold shares in MCIE prior to amalgamation.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity.	



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