



ClubMahindra

August 1, 2019

MHRIL/SE/19-20/48

Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051
Scrip Code: MHRIL

Department of Corporate Services
BSE Limited
Floor 25, PJ Towers,
Dalal Street
Mumbai – 400 001
Scrip Code: 533088

Dear Sir,

Sub: Compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — Proceedings of the Annual General Meeting

We wish to inform you that the 23rd Annual General Meeting ("AGM") of the Company was held on July 31, 2019 at the Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017, Tamil Nadu.

As per the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations, the Company had provided facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 23rd AGM. The e-voting was open from Sunday, July 28, 2019 at 9.00 a.m. (IST) to Tuesday, July 30, 2019 at 5.00 p.m. (IST).

Pursuant to provisions of Section 107 of the Act, there was no voting on the Resolutions by Show of Hands at the AGM and voting at the AGM was therefore conducted through electronic voting system ("Insta Poll").

The Board of Directors had appointed Mr. M. Damodaran, Practising Company Secretary, as the Scrutinizer for the remote e-voting and Insta Poll process at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Tuesday, July 30, 2019 and Insta Poll received till the conclusion of the AGM and has submitted his report on August 1, 2019.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of 23rd AGM have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the proceedings of the 23rd AGM of the Company pursuant to Regulation 30 of the SEBI Listing Regulations as Annexure A.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Mahindra Holidays & Resorts India Limited**


Dhanraj Mulki
General Counsel & Company Secretary



Encl: As above

Mahindra Holidays & Resorts India Limited

Corporate Office : Mahindra Towers, 1st Floor, 'A' Wing, Dr. G. M. Bhosle Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018
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Annexure A

Proceedings of the 23rd Annual General Meeting of the Company Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 23rd Annual General Meeting ("AGM" or "meeting") of the Members of Mahindra Holidays & Resorts India Limited ("the Company") was held on Wednesday, July 31, 2019 at 3.00 p.m. at the Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017, Tamil Nadu.

Mr. Arun Nanda, Chairman of the Board, chaired the meeting. He welcomed the Members present at the meeting and introduced his fellow colleagues on the dais. The requisite quorum being present, the Chairman called the meeting in order.

As per the attendance records, 634 Members including 4 proxies were present. The Chairman informed the Members that the Statutory Registers, ESOP Certificate issued by B S R & Co. LLP, Statutory Auditors and relevant documents referred to in the Notice of the 23rd AGM are available for inspection by the Members at the AGM.

It was further informed that, there are no qualifications, observations or comments in the Auditors' Report on the Financial Statements (Standalone and Consolidated) and in the Secretarial Audit Report for the financial year ended March 31, 2019. The Notice of the 23rd AGM was taken as read with the permission of the Members present.

The Chairman stated that the Company had provided the Members the facility to cast their vote electronically (remote e-voting), on all the resolutions set forth in the Notice of the 23rd AGM. Members who were present at the 23rd AGM and had not cast their vote through remote e-voting were provided an opportunity to cast their vote at the Meeting through Insta Poll. It was also informed to the Members that there would be no voting by "Show of Hands".

Thereafter, the Chairman delivered his speech.

The following items of business as laid down in the Notice of 23rd AGM dated June 24, 2019, were transacted at the meeting:

1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and the Auditors thereon.
2. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and Report of the Auditors thereon.
3. Re-appointment of Mr. Arun Nanda (DIN:00010029), as a Director, liable to retire by rotation.
4. Re-appointment of Mr. Rohit Khattar (DIN: 00244040) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024.
5. Re-appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024.

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6. Re-appointment of Mr. Sridar Iyengar (DIN: 00278512) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2022.
7. Re-appointment of Mr. Cyrus Guzder (DIN: 00080358) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2020.
8. Re-appointment of Mr. Kavinder Singh (DIN: 06994031) as the Managing Director & Chief Executive Officer of the Company for the period of 5 years commencing from November 3, 2019 to November 2, 2024 and remuneration payable to him.

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the Reports and Financial Statements. No queries were raised by the Members present in the meetings.

The Board of Directors had appointed Mr. M. Damodaran, Practising Company Secretary, as the Scrutinizer for the remote e-voting and Poll process at the 23rd AGM.

The Scrutinizer's Report was received on August 1, 2019 and accordingly all the Resolutions as set out in the Notice of the 23rd AGM were declared as passed with the requisite majority.

For Mahindra Holidays & Resorts India Limited

Dhanraj Mulki
General Counsel & Company Secretary



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