



ClubMahindra

August 3, 2018

MHRIL/SE/18-19/476

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 Regulations 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 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company was held on August 2, 2018 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 22<sup>nd</sup> AGM. The e-voting was open from Monday, July 30, 2018 at 9.00 a.m. (IST) to Wednesday, August 1, 2018 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 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 Wednesday, August 1, 2018 and Insta Poll received till the conclusion of the AGM and has submitted his report on August 3, 2018.

Based on the consolidated report of the Scrutinizer, all the Ordinary Resolutions as set out in the Notice of 22<sup>nd</sup> AGM have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the proceedings of the 22<sup>nd</sup> AGM of the Company pursuant to Regulation 30 of the SEBI Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Mahindra Holidays & Resorts India Limited**

**Akhila Balachandar**  
**Chief Financial Officer**

Mahindra Holidays & Resorts India Limited

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

t: + 91 22 3368 4722. f: + 91 22 3368 4721



Registered Office: Mahindra Towers, 2<sup>nd</sup> floor, 17/18 Patullo Road, Chennai - 600 002 t +91 44 3988 1000 f : + 91 44 3027 7778

e: memberrelations@clubmahindra.com / w: www.clubmahindra.com / CIN: L5 5101TN1996PLC036595



ClubMahindra

**Proceedings of the 22<sup>nd</sup> 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 22<sup>nd</sup> Annual General Meeting ("AGM" or "meeting") of the Members of Mahindra Holidays & Resorts India Limited ("the Company") was held on Thursday, August 2, 2018 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, 643 Members including 3 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 22<sup>nd</sup> AGM are available for inspection by the Members at the AGM.

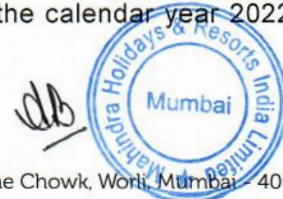
It was further informed that, there are no qualifications, observations or comments in the Auditors' Report on the Financial Statements (Standalone and Consolidated) and in the Secretarial Audit Report for the financial year ended March 31, 2018. The Notice of the 22<sup>nd</sup> AGM was taken as read 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 22<sup>nd</sup> AGM. Members who were present at the 22<sup>nd</sup> 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 22<sup>nd</sup> AGM dated May 8, 2018, were transacted at the meeting:

1. a. Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, and the Reports of the Board of Directors and the Auditors thereon.  
b. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, and Report of the Auditors thereon.
2. Declaration of Dividend of Rs.4/- per Equity Share of Face Value of Rs.10/- each.
3. Approve not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Vineet Nayyar (DIN: 00018243), who retires by rotation and does not seek re-appointment.
4. Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Registration Number 101248W/W-100022) from the conclusion of the 22<sup>nd</sup> AGM, until the conclusion of the 26<sup>th</sup> AGM of the Company to be held in the calendar year 2022, as the Auditors of the Company and to fix their remuneration.



 Mahindra Holidays & Resorts India Limited

Corporate Office : Mahindra Towers, 1<sup>st</sup> Floor, 'A' Wing, Dr. G. M. Bhosle Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018  
t: + 91 22 3368 4722. f: + 91 22 3368 4721

Registered Office: Mahindra Towers, 2<sup>nd</sup> floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f: + 91 44 3027 7778

e: memberrelations@clubmahindra.com / w: www.clubmahindra.com / CIN: L5 5101TN1996PLC036595



Club**Mahindra**

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the Reports and Financial Statements. Accordingly, the clarifications were provided to the queries raised by the Members.

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 22<sup>nd</sup> AGM.

The Scrutinizer's Report was received on August 3, 2018 and accordingly all the Ordinary Resolutions as set out in the Notice of the 22<sup>nd</sup> AGM were declared as passed with the requisite majority.

For **Mahindra Holidays & Resorts India Limited**

**Akhila Balachandar**  
Chief Financial Officer



Ⓢ

**Mahindra Holidays & Resorts India Limited**

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

t: + 91 22 3368 4722. f: + 91 22 3368 4721

Registered Office: Mahindra Towers, 2<sup>nd</sup> floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3988 1000 f : + 91 44 3027 7778

e: memberrelations@clubmahindra.com / w: www.clubmahindra.com / CIN: L5 5101TN1996PLC036595