

NOTICE

The EIGHTEENTH ANNUAL GENERAL MEETING OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED will be held at Vani Mahal, Main Hall, T. Nagar, Chennai – 600 017, on Wednesday, the 27th day of August, 2014, at 3.00 pm to transact the following businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. A K Nanda (holding DIN 00010029), who retires by rotation and being eligible, offers himself for re-election.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee, Messrs Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Firm Registration Number 008072S), 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 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, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rohit Khattar (DIN 00244040), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting.”
6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridar Iyengar (DIN 00278512), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the

provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting.”

7. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Cyrus J Guzder (DIN 00080358), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting.”

8. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Aga (DIN 00022065), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting.”

9. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956 by Members at the Extra-Ordinary General Meeting of the Company held on 25th September, 2007 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“2013 Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee(s) thereof

MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

to create charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, if any, on such of the assets of the Company, both present and future, in such manner as the Board may deem fit in favour of Banks/Financial Institutions/Lenders, other investing institutions/agencies, other bodies corporates and Trustees for the holders of debentures/ bonds and/or other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds and/or bonds with detachable share warrants (hereinafter collectively referred to as "Loans") provided that the total amount of the Loans together with interest thereon, additional interest, compound interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, for which such charges, mortgages, or hypothecations are created, shall not, at any time exceed the aggregate of paid up capital and free reserves of the Company or any such higher amount as may be approved by the Members under section 180(1)(c) the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

DINESH SHETTY
Company Secretary

Registered Office:

Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.
T: 044 39881000 F: 044 30277778
CIN: L55101TN1996PLC036595
email: investors@mahindaholidays.com
website: www.clubmahindra.com
3rd June, 2014

Notes:

- A. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 TIME FOR HOLDING THE MEETING.
- HOWEVER, 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.
- C. A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:
- it is signed by the member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.

- it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Transfer Agent.
- D. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- E. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- F. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their office premises at Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081, Andhra Pradesh, India.
- G. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days between 10.00 am to 12 noon except Saturday and Sunday, up to the date of the Annual General Meeting.
- H. The Register of Members and Transfer Books of the Company will be closed from 18th August, 2014 to 27th August, 2014 (both days inclusive).
- I. The dividend, if declared at the Annual General Meeting, will be paid between 28th August, 2014 and 4th September, 2014 to those persons or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on 14th August, 2014 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 14th August, 2014.
- J. Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government.

Due date of transferring unclaimed and unpaid dividend declared by the Company for the Financial Years 2009-10, 2010-11, 2011-12 & 2012-13 to IEPF.

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
31 st March, 2010	26 th July, 2010	25 th August, 2017
31 st March, 2011	25 th July, 2011	24 th August, 2018
31 st March, 2012	25 th July, 2012	24 th August, 2019
31 st March, 2013	29 th July, 2013	28 th August, 2020

Members who have not cashed the dividend warrant so far in respect of the aforesaid period are requested to make their claim to Karvy Computershare Private Limited well in advance of the above date. It may be noted that once the amount in the unpaid dividend account 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.

In terms of the relevant Rules for the said IE&PF, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the previous financial year, as on the date of the 17th Annual General Meeting held on 29th July, 2013, on the website of the Company www.clubmahindra.com and website of the IE&PF www.iepf.gov.in.

- K. 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 and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- L. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change in the bank particular or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- M. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2013-14 are being sent by e-mail to those members who have registered their e-mail address with the Company's Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited, as the case may be.
- N. Members are requested to:
- 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;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
 - quote their folio numbers/Client ID/DP ID in all correspondence;
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- O. Re-appointment/Appointment of Directors:
- Mr. A K Nanda, Mr. Rohit Khattar and Mr. Cyrus J Guzder hold 594,630 Equity Shares, 26,700 Equity Shares and 26,700 Equity Shares in the Company respectively and Mr. Sridar Iyengar and Mr. Sanjeev Aga do not hold any Share in the Company.
- None of the Directors of the Company are inter-se related to each other.
- In respect of the information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being re-appointed/ appointed, Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

P. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility Company facility to its members in respect of the businesses to be transacted at the 18th Annual General Meeting (AGM). The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorised agency to provide e-Voting facility.

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- Open email and open PDF file viz; "MHRIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder - Login
- Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Mahindra Holidays & Resorts India Limited.
- Now you are ready for e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed
- Once you have voted on the resolution, you will not be allowed to modify your vote
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to secretarial@mdassociates.co.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- Q. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 to 8

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rohit Khattar and Mr. Sridar Iyengar retires by rotation at this Annual General Meeting (AGM) of the Company and are eligible for re-appointment as Independent Directors. It is proposed that Mr. Rohit Khattar and Mr. Sridar Iyengar, existing Directors, who meet the criteria of independence be appointed as Independent Directors of the Company not liable to retire by rotation, for a term of 5 (five) consecutive years from the date of this AGM.

Pursuant to Section 149 and Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Mr. Cyrus J Guzder and Mr. Sanjeev Aga, existing Directors, who meet the criteria of Independence, be appointed as Independent Directors at the ensuing AGM of the Company for a term of 5 (five) consecutive years from the date of this AGM.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 6th May, 2014, has proposed the appointment of Mr. Rohit Khattar, Mr. Sridar Iyengar, Mr. Cyrus J Guzder and Mr. Sanjeev Aga as Independent Directors, who shall hold office on the Board of the Company for a term of 5 (five) consecutive years from the date of the AGM as Independent Directors.

All the above Directors are not disqualified from being appointed as Directors by virtue of the provisions of section 164 of the Act (erstwhile Section 274(1)(g) of the Companies Act, 1956). They have also given a declaration under Section 149(7) of the Act that they meet the criteria of Independence as provided in Section 149(6) of the Act.

The Company has received Notices in writing from a member of the Company alongwith the deposits of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Rohit Khattar, Mr. Sridar Iyengar, Mr. Cyrus J Guzder and Mr. Sanjeev Aga for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Rohit Khattar, Mr. Sridar Iyengar, Mr. Cyrus J Guzder and Mr. Sanjeev Aga fulfill the conditions specified in the Act and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management of the Company. Having regard to the qualifications, knowledge and experience, their appointment as Independent Directors will be in the interest of the Company. Copy of the draft letter for appointment of Independent Director(s) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. The Board recommends their appointment as Independent Directors in the interest of the Company.

The Directors recommend the passing of the Resolutions at Item No.5 to 8 as Ordinary Resolutions.

Except Mr. Rohit Khattar, Mr. Sridar Iyengar, Mr. Cyrus J Guzder and Mr. Sanjeev Aga who are interested in their respective appointments, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, deemed to be concerned or interested in these items of business.

Item No. 9

The Members at the Extra-Ordinary General Meeting held on 25th September, 2007, had approved and authorised the Board by way of an Ordinary Resolution pursuant to Section 293(1)(a) of the Companies Act, 1956 (the "1956 Act"), to create charge, hypothecation,

and mortgage over the assets of the Company to secure borrowings as per the terms as may be agreed with the lenders upto a limit approved by Members under Section 293(1)(d) of the 1956 Act i.e. upto Rs. 500 crores.

The Ministry of Corporate Affairs (MCA) vide their Notification dated on 12th September, 2013, had notified inter-alia, the applicability of provisions of Sections 180 of the Companies Act, 2013 (the "2013 Act") which is equivalent to provisions of Section 293(1)(a) of the 1956 Act. Further, General Circular No. 4 dated 25th March, 2014 issued by the MCA has clarified that the resolution passed under Section 293 of the 1956 Act prior to 12th September, 2013 with reference to borrowings and creation of charge/hypothecation/mortgage on assets of the company will be regarded as sufficient compliance of the requirements of Section 180 of the 2013 Act for a period of one year from the date of notification of Section 180 of the 2013 Act i.e. upto 11th September, 2014.

The Company is in process of expanding its presence across India and outside India in order to fulfill its inventory growth to meet the business requirement. Further, the Company has been implementing various projects and some of them are under construction stage. In addition, the Company is also examining various options and alternatives to fulfill its growth plans including acquisition of properties/companies outside India. The Company may have to leverage its resources and assets to obtain maximum benefits and raise funds to meet its long term strategic plans. In the event the Company has to consider raising funds in the future through borrowings at competitive rates of interest then the Company may have to create charge over its assets to secure such borrowings.

In view of the above General Circular No. 4 dated 25th March 2014 issued by MCA, the validity of the resolution passed by the Members on 25th September, 2007 under section 293(1)(a) of the 1956 Act is valid upto 11th September, 2014. Accordingly, it is proposed to recommend passing of the similar resolution in supersession of the earlier resolution, pursuant to Section 180(1)(a) of the 2013 Act as an enabling resolution for authorizing the Board to create charge over the assets of the Company to secure borrowings as per the terms as may be agreed with the lenders upto a limit of aggregate of paid up capital and free reserves of the Company or any such higher amount as may be approved by the Members under section 180(1)(c) of the 2013 Act from time to time. The current aggregate paid up capital and free reserves of the Company on the basis of audited accounts as of 31st March, 2014 is Rs. 789 crores.

Your Directors recommend the Resolution at Item No.9 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

By order of the Board

DINESH SHETTY
Company Secretary

Registered Office:

Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.

T: 044 39881000 F: 044 30277778

CIN: L55101TN1996PLC036595

email: investors@mahindraholidays.com

website: www.clubmahindra.com

3rd June, 2014



Mahindra Holidays & Resorts India Limited

(CIN: L55101TN1996PLC036595)

Registered Office: Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002.

T:044 3988 1000 F: 044 3027 7778

Website: www.clubmahindra.com • Email: investors@mahindraholidays.com

PROXY FORM

Folio No.:	DP ID:	Client ID:
No. of Shares:		

I/We,
 of
being a member/ members of MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED
 hereby appoint..... ofor
 failing himof as my/our Proxy to vote for me/us and on my/our behalf
 at the Eighteenth Annual General Meeting of the Company to be held on Wednesday, the 27th August, 2014 at 3.00 p.m. and any
 adjournment thereof.

Sr No.	Resolution
1.	Consider and Adopt the Audited Financial Statements for the Year ended 31st March, 2014 together with the reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on Equity Shares.
3.	Appointment of Mr. A K Nanda who retires by rotation and being eligible, offers himself for re-election.
4.	Appointment of Auditors and fixing their remuneration.
5.	Appointment of Mr. Rohit Khattar as an Independent Director.
6.	Appointment of Mr. Sridhar Iyengar as an Independent Director.
7.	Appointment of Mr. Cyrus J Guzder as an Independent Director.
8.	Appointment of Mr. Sanjeev Aga as an Independent Director.
9.	Consent to the Board of Directors to exercise power to create charges, mortgages, hypothecation and pledges under Section 180(1)(a) of the Companies Act, 2013.

Signature of the Shareholder(s):

.....

Signature of the Proxy holder(s):

.....

Please Affix Re.1 Revenue Stamp
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NOTE: The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.



Mahindra Holidays & Resorts India Limited

(CIN: L55101TN1996PLC036595)

Registered Office: Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002. T:044 3988 1000 F: 044 3027 7778
Website: www.clubmahindra.com • Email: investors@mahindraholidays.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request. Provided such request is received by the Company/Registrar and Transfer Agents, Karvy Computershare Private Limited at Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 before 14th August, 2014.

Folio No.:	DP ID:	Client ID:
No. of Shares:		
Name & Address of the Shareholder:		

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company being held at Vani Mahal, Main Hall, T.Nagar, Chennai – 600 017 on Wednesday, the 27th day of August, 2014, at 3.00 p.m.

Name(s) of the Shareholder(s)/Proxy (IN BLOCK CAPITALS)

Signature(s) of the Shareholder(s) or Proxy

NOTE: No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.

ELECTRONIC VOTING PARTICULARS

Shareholder may please note the user id and password given below for the purpose of e-Voting in terms of section 108 of the Companies Act, 2103, read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Detailed instructions for e-Voting are given in Note No. 'P' of the AGM Notice.

EVEN (e-Voting Event Number)	User ID	Password

