



Mahindra Holidays & Resorts India Limited

(CIN: L55101TN1996PLC036595)

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

T: +91 44 3988 1000 F: +91 44 3027 7778

W: www.clubmahindra.com • E: investors@mahindaholidays.com

NOTICE

The TWENTY SECOND ANNUAL GENERAL MEETING OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED will be held at the Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai-600 017, Tamil Nadu on Thursday, the 2nd day of August, 2018, at 3:00 PM to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - 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; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, and the Report of the Auditors thereon.
- To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2018.
- To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vineet Nayyar (DIN: 00018243), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed as a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."

- 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of the Members at the Twenty First Annual General Meeting ("AGM") of the Company held on August 2, 2017, the Company hereby ratifies the appointment of M/s B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W / W-100022) as the Auditors of the Company, from the conclusion of the Twenty Second AGM to hold office until the conclusion of the Twenty Sixth AGM of the Company to be held

in the year 2022 on such remuneration plus applicable taxes, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors and Auditors of the Company."

By order of the Board

Kavinder Singh

Managing Director & CEO

DIN: 06994031

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Date: May 8, 2018

Notes:

- Pursuant to Notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending Section 139 of the Companies Act, 2013 ("the Act"), the mandatory requirement for ratification of appointment of Auditors by the Shareholders at every Annual General Meeting ("AGM") has been omitted. Accordingly, the yearly ratification of appointment of the Auditors would not be done at every intervening AGM held after the ensuing AGM i.e. 22nd AGM as the requirement has been done way in the Act.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 COMMENCEMENT OF THE AGM.
A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent 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.
- 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,

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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 gazette officers or any officer of a Nationalised Bank.

- ii) 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. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- E. 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.
- F. Members/Proxies are requested to bring duly filled attendance slips sent herewith to attend the meeting.
- G. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Karvy Computershare Private Limited ("Karvy") having its office premises at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
- H. Relevant documents referred to in the accompanying Notice 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, Sunday, Public Holiday and National Holiday up to the date of the AGM.
- I. The Register of Members and Transfer Books of the Company will be closed from Friday, July 27, 2018 to Thursday, August 2, 2018 (both days inclusive).
- J. The dividend, if declared at the AGM, will be paid on or after August 3, 2018 to those persons or their mandates:
- (a) whose names appear as Beneficial Owners as at the end of the business hours on July 26, 2018, 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
- (b) 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 Agent on or before July 26, 2018.
- K. Pursuant to Section 124 and 125 of the Act, read with the Investor Education and Protection Fund ("IEPF") Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF Authority. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for period of seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

Last date of claiming unclaimed and unpaid dividend declared by the Company for the Financial Years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 to IEPF.

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
March 31, 2011	July 25, 2011	August 24, 2018
March 31, 2012	July 25, 2012	August 24, 2019
March 31, 2013	July 29, 2013	August 28, 2020
March 31, 2014	August 27, 2014	September 26, 2021
March 31, 2015	July 28, 2015	August 27, 2022
March 31, 2016	July 29, 2016	August 28, 2023
March 31, 2017	August 2, 2017	September 1, 2024

Members who have not cashed the dividend warrant so far in respect of the aforesaid period are requested to make their claim to Karvy well in advance of the above date.

The Company has uploaded the details of unclaimed dividend amounts lying with the Company as on August 2, 2017 (date of last AGM) and shareholders whose shares are liable to be transferred to the IEPF Authority on the Company's website <http://www.clubmahindra.com/about-us/investor-relations/financials>.

- L. 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 Act 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 at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

Members holding shares in physical form requested to intimate any change of bank mandate to Karvy / Investor Relation Department of the Company immediately.

- M. 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 Registrar and Transfer Agent, Karvy cannot act on any request received directly from the members holding shares in electronic form for any change in the bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

- N. In accordance with the provisions of Section 101 and 136 of the Act, read with the Rules framed thereunder, the Annual Report of the Company for the financial year 2017-18 and the Notice of 22nd AGM inter-alia indicating the process and manner of e-voting along with attendance sheet and proxy form are being sent by e-mail to those members who have registered their e-mail address with the Company (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. In support of Green Initiative, the 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 & Transfer Agent, Karvy.

For Members who have not registered their e-mail addresses and/or have opted to receive the documents in physical form, physical copies of the Annual Report for the year 2017-18 and the Notice of the 22nd AGM would be sent in the permitted mode.

Members may also note that the Notice of the 22nd AGM and the Annual Report for 2017-18 will also be available on the Company's website at: <http://www.clubmahindra.com> for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same or the Company's Registrar & Transfer Agent, Karvy.

- O. Members are requested to:
- intimate to the Company's Registrar and Transfer Agent, Karvy 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 correspondences;
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

P. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 22nd AGM by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by Karvy. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("Remote e-voting").

I. Remote e-voting:

- In case a Member receives an email from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participants (s)] which includes details of E-voting Event Number [EVEN], USER ID and Password:
 - Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing 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 password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e., Mahindra Holidays & Resorts India Limited.
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively,

you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 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.
- 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 have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI 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 kjr@mdassociates.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"

- In case of Members receiving physical copy of Notice [for Members whose e-mail IDs are not registered with the Company/Depository Participants(s)]:
 - EVEN, User ID and Password is provided in the Attendance Slip.
 - Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

- Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be available at the AGM. Members who have already cast their vote by Remote e-voting are eligible to attend the AGM; however these Members are not entitled to cast their vote again at the AGM.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts vote by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

III. Other Instructions:

- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Ms. Rajitha Cholleti, (Unit: Mahindra Holidays & Resorts India Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli,

- Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. +91 40 6716 1500 or call Karvy's toll free No. 1800 3454 001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Monday, July 30, 2018 (9:00 A.M. IST) and ends on Wednesday, August 1, 2018 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 26, 2018, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The Remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. July 26, 2018.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. July 26, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. Details of Scrutinizer: Mr. D. Damodaran, Practicing Company Secretary (Membership No:5837, Certificate of Practice No. 5081)
- g. The Scrutinizer's decision on the validity of the votes shall be final.
- h. The Scrutinizer after scrutinizing the votes cast at the Meeting by poll and through Remote e-voting, will not later than 2 (two) days of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
- i. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.clubmahindra.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.
- j. The Resolutions shall be deemed to be passed on the date of the Meeting i.e. August 2, 2018, subject to receipt of the requisite number of votes in favour of the Resolutions.
- Q. Procedure and Instructions for Web Check-In / Attendance Registration**
- Web Check- in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.
- Procedure of Web Check-in is as under:
- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for AGM".
- b. Select the name of the company: Mahindra Holiday & Resorts India Limited.
- c. Pass through the security credentials viz., DP ID/Client ID/ Folio no. entry, PAN No. & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e. Monday, July 30, 2018, (9:00 A.M. IST) to Wednesday, August 1, 2018 (5:00 P.M. IST).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

By order of the Board

Kavinder Singh
Managing Director & CEO
DIN: 06994031

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