



# 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](http://www.clubmahindra.com) • Email: [investors@mahindaholidays.com](mailto:investors@mahindaholidays.com)

## FORM NO. MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L55101TN1996PLC036595
Name of the Company:	Mahindra Holidays & Resorts India Limited
Registered Offices:	2nd Floor, Mahindra Towers, 17/18, Patullos Road, Chennai – 600 002
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/Client Id	
DP ID	

I/We, being the member(s) of Mahindra Holidays & Resorts India Limited holding.....shares of the Company, hereby appoint:

1	Name		
	Address		
	E-mail id	Signature	
	Or failing him / her		
2	Name		
	Address		
	E-mail id	Signature	
	Or failing him / her		
3	Name		
	Address		
	E-mail id	Signature	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company, to be held on Wednesday, August 2, 2017 at 3:00 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote(Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare a Dividend on Equity Shares for the financial year ended March 31, 2017			
3.	To Appoint a director in place of Mr. V S Parthasarathy (DIN:00125299), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Appointment of M/s. B S R Co., LLP, Chartered Accountants, Mumbai (ICAI Registration Number 101248W/W-100022)), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the 26 <sup>th</sup> AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every AGM), and to fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
5.	Payment of remuneration to Mr. Kavinder Singh (DIN 06994031), Managing Director & Chief Executive Officer ("MD & CEO") of the Company for a period of 2 (two) years with effect from November 3, 2017 to November 2, 2019 (both days inclusive).			

Signed this.....day of.....2017.

Signature of the Member: .....

Signature of Proxy holder(s): .....

Affix Re.1/- Revenue Stamp
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**Notes:**

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting;
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.