



MHRIL/SE/ 2015-16/

Date: 3rd August, 2015

The Manager – Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051
Scrip Code: MHRIL

The General Manager
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 533088

Dear Sir / Madam,

Sub: Proceedings of the 19th Annual General Meeting ("AGM")

Ref: Clause 31 of the Listing Agreement

In terms of Clause 31 of the Listing Agreement, please find enclosed herewith the proceedings of the 19th AGM of Mahindra Holidays & Resorts India Limited held on Tuesday, 28th July, 2015 at 3.00 p.m. at Mini Hall, the Music Academy, No. 168, T.T.K. Road, Chennai – 600 014.

Kindly take on record the same.

Thanking you,

Yours faithfully,

For Mahindra Holidays & Resorts India Limited

Dinesh Shetty

Head Legal & Company Secretary



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

Registered Office: Mahindra Towers, 2nd 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: L55101TN1996PLC036595



CERTIFIED COPY OF RESOLUTIONS PASSED BY THE SHAREHOLDERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED AT THEIR 19TH ANNUAL GENERAL MEETING HELD ON TUESDAY, 28TH JULY, 2015 AT 3.00 P.M. AT THE MINI HALL, THE MUSIC ACADEMY, NO. 168, T.T.K. ROAD, CHENNAI – 600 014

1. Ordinary Resolution:

- a. **"RESOLVED THAT** the Standalone Financial Statement of the Company for the financial year ended 31st March, 2015 comprising the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors as laid before the Meeting be received and adopted."
- b. **"RESOLVED THAT** the Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 including the audited Consolidated Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors as laid before the Meeting be received and adopted."

2. Ordinary Resolution:

"RESOLVED THAT a dividend of Rs. 4/- per Equity Share on 8,87,80,856 fully Paid-up Equity Shares of Rs.10/- each aggregating to 35,51,23,424/- (Rupees Thirty Five Crore Fifty One Lakh Twenty Three Thousand and Four Hundred and Twenty Four Only) be declared and that the said dividend be distributed (subject to tax, if any) from the Company's profits for the year ended 31st March, 2015, to those Shareholders whose names appeared on the Register of Members on 17th July, 2015, and in respect of shares held in the electronic form, the dividend be paid to those Shareholders whose names appeared in the list of Beneficial Owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 17th July, 2015".

3. Ordinary Resolution:

"RESOLVED THAT Mr. Vineet Nayyar (DIN: 00018243) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 141, 142 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, Messers Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Firm Registration



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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 or the financial year ending March 31, 2016."

5. Special Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. S Krishnan (DIN: 00212875), who was appointed as an Additional Director of the Company by the Board of Directors ("the Board") with effect from January 22, 2015, and holds the office until the date of this Annual General Meeting ("AGM"), in terms of Section 161 of the Act, and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the appointment of Mr. S Krishnan, as the whole time director of the Company and to be designated as Chief Financial Officer & Executive Director ("CFO & ED") of the Company for a period of three (3) years with effect from January 22, 2015 to January 21, 2018 (both days inclusive), on terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice for conduct of the AGM, with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. S Krishnan, subject to the total remuneration not exceeding the limits specified under Section 197 of the Act, read with Schedule V of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the three years period commencing from January 22, 2015 up to January 21, 2018 (both days inclusive), the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the CFO & ED the remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to this Notice for conduct of the AGM as the minimum remuneration.

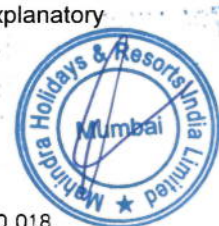
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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to give effect to this resolution and for the matters connected herewith or incidental hereto."

6. Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and the Articles of Association of the Company, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director or Whole-Time Directors of the Company), with effect from April 1, 2015, remuneration by way of commission up to one per cent of the net profits of the Company, computed in the manner referred to in Section 198 and all other applicable provisions of the Act, and such commission to be distributed amongst and paid to the aforesaid Directors concerned in such amount or proportions and in such manner as may be decided by the Board of Directors from time to time."

7. Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new set of Articles of Association, placed before the Members, be and is hereby approved and adopted and substituted in place of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things in this connection as may be deemed necessary, proper, desirable and expedient, including delegating all or any of the powers conferred herein to the Company Secretary/ any other Officer of the Company, seek all approvals as may be required to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

// CERTIFIED TRUE COPY //

For MAHINDRA HOLIDAYS & RESORTS INDIA LTD


Dinesh Shetty

Head Legal & Company Secretary

FCS No. 3879

II-B-1201, Dheeraj Gaaurav Heights,

Off Link Road, Andheri (W), Mumbai, 400053



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