ClubMahindra

MHRIL/SE/ 2015-16/
Date: 14th September, 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 Court Convened Meeting ("CCM") of the Equity Shareholders
Ref: Clause 31 of the Listing Agreement

In terms of Clause 31 of the Listing Agreement, please find enclosed herewith the proceedings of the CCM of the Equity Shareholders of Mahindra Holidays & Resorts India Limited held on Thursday, 10th September, 2015 at 3.00 p.m. at Mahindra Towers, Roof Top, 17/18 Patullos Road, Chennai – 600 002.

Kindly take on record the same.

Thanking you,

Yours faithfully,
For **Mahindra Holidays & Resorts India Limited**

Dinesh Shetty
General Counsel & Company Secretary

Mahindra Holidays & Resorts India Limited ★ Mumbai

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CERTIFIED COPY OF RESOLUTION PASSED BY THE EQUITY SHAREHOLDERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED AT THE COURT CONVENED MEETING HELD ON THURSDAY, 10TH SEPTEMBER, 2015 AT 3.00 P.M. AT THE MAHINDRA TOWERS, ROOF TOP, 17/18 PATULLOS ROAD, CHENNAI – 600 002

Resolution required under section 391(2) of the Companies Act, 1956:

"**RESOLVED** that pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof) and subject to the approval of the concerned jurisdictional High Courts or such other competent authority, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Amalgamation and Arrangement of Competent Hotels Private Limited and Divine Heritage Hotels Private Limited and Holiday on Hills Resorts Private Limited with Mahindra Holidays & Resorts India Limited and their shareholders and creditors, placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to make and / or consent to any modifications, alterations or amendments in the scheme, which may be deemed to be necessary by them or which are desired, directed or imposed by the Hon'ble High Court of Judicature at Madras or any other authority and to take all such steps as may be necessary and desirable to implement the Scheme and to give effect to this resolution."

// CERTIFIED TRUE COPY //

For MAHINDRA HOLIDAYS & RESORTS INDIA LTD

Mahindra Holidays & Resorts India Limited ★ Mumbai

Dinesh Shetty
General Counsel & Company Secretary
FCS No. 3879
II-B-1201, Dheeraj Gaaurav Heights,
Off Link Road, Andheri (W), Mumbai, 400053