ClubMahindra

July 7, 2016

MHRIL/SE/16-17/113

Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Scrip Code: MHRIL

Department of Corporate Services
BSE Limited
Floor 25, PJ Towers,
Dalal Street
Mumbai – 400 001
Scrip Code: 533088

Dear Sir,

Subject: Notice of the 20th Annual General Meeting of the Company

Ref: Our letter No. MHRIL/SE/16-17/69 dated May 17, 2016

With reference to our letter No. MHRIL/SE/16-17/69 dated May 17, 2016, wish to inform you that the 20th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, July 29, 2016, at 3.00 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006, to transact the business as specified in the Notice of the AGM.

Pursuant to Regulation 30(2) read with Clause 12 of Para A of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we are enclosing herewith the Notice calling 20th AGM of the Company and the relevant details thereof are furnished below:

Sr. No.	Agenda and Resolution Proposed at the AGM	Manner of Approval
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon. b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.	Ordinary Resolution
2	Declaration of Dividend on Equity Shares	Ordinary Resolution
3	Re-appointment of Mr. Arun Kumar Nanda (DIN:00010029) as a Director, liable to retire by rotation.	Ordinary Resolution
4	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Registration Number-008072S), as the Auditors of the Company and to fix their remuneration.	Ordinary Resolution

Kindly take the same on record.

Thanking You,

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

Dinesh Shetty
General Counsel & Company Secretary

Encl: As above

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: L5 5101TN1996PLC036595

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

NOTICE

The TWENTIETH ANNUAL GENERAL MEETING OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED will be held at the Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006, on Friday, the 29th day of July, 2016, at 3:00 PM to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Arun Kumar Nanda (DIN:00010029), who retires by rotation and being eligible, offers himself for re-appointment.
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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time 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 for the financial year ending March 31, 2017."

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 3988 1000 F: 044 3027 7778
CIN: L55101TN1996PLC036595
email: investors@mahindraholidays.com
Date: May 17, 2016

Notes:

A. 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 COMMENCEMENT OF THE MEETING.

   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.

B. A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
   i) 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.
   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.

C. 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.

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. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are **Karvy Computershare Private Limited** having their office premises at **Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.**

F. The Register of Members and Transfer Books of the Company will be closed from July 23, 2016 to July 29, 2016 (both days inclusive).

G. The dividend, if declared at the Annual General Meeting, will be paid on or after July 30, 2016 to those persons or their mandates:

(a) whose names appear as Beneficial Owners as at the end of the business hours on July 22, 2016 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 Agents on or before July 22, 2016.

H. Pursuant to Section 205A of 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, 2013-14 & 2014-15 to IEPF.

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
March 31, 2010	July 26, 2010	August 25, 2017
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

Members who have not encashed 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 IEPF, 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 19th Annual General Meeting held on July 28, 2015, on the website of the Company www.clubmahindra.com and website of the IEPF www.iepf.gov.in.

I. 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.

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

J. 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, 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.

K. In accordance with the provisions of Section 101 and 136 of the Companies Act, 2013 read with Rules framed thereunder, the Annual Report of the Company for the financial year 2015-16 and this Notice inter alia indicating the process and manner of Remote e-voting alongwith 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 the 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 Agents, Karvy Computershare Private Limited, as the case may be.

L. Members are requested to:

a) 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;

b) 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;

c) quote their folio numbers/Client ID/DP ID in all correspondence;

d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

M. Re-appointment of Directors:

Mr. Arun Kumar Nanda, aged 67 years, is the Founder Director of the Company (date of inception: September 20, 1996). He hold 6,94,630 Equity Shares in the Company as on March 31, 2016.

None of the Directors and KMPs of the Company are inter-se related to Mr. Nanda.

In respect of the information to be provided under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, pertaining to the Director seeking re-appointment, Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

N. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Listing Regulations,

2015, the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through e-voting facility provided by Karvy Computershare Private Limited (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:

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

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx 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 User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. 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, email 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 utmostcare to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., Mahindra Holidays & Resorts India Limited.

vii. 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.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. 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.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. 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).

xii. 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 email id secretarial@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."**

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants(s)]:

i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. 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 made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

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 votes 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

a. 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. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 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 July 26, 2016 (9:00 A.M. IST) and ends on July 28, 2016 (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 22, 2016, may cast their votes 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 22, 2016.

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 22, 2016, 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, 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. M. Damodaran, Practicing Company Secretary (Membership No:5837)

g. The Scrutinizer's decision on the validity of the vote 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 two days (2) days of conclusion of the meeting, 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. July 29, 2016 subject to receipt of the requisite number of votes in favour of the Resolutions.

O. 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 July 26, 2016 (9:00 A.M. IST) to July 28, 2016 (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

DINESH SHETTY
Company Secretary

Registered Office:

Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.
T: 044 3988 1000 F: 044 3027 7778
CIN: L55101TN1996PLC036595
email: investors@mahindraholidays.com
Date: May 17, 2016

www.sapprints.com

Mahindra Holidays & Resorts India Limited

(CIN: L55101TN1996PLC036595)
Registered Office: Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002.
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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 Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 before July 22, 2016.

Name & Address of the Shareholder:

Joint Holder 1:

Joint Holder 2:

Folio No.: **DP ID:** **Client ID:**

No. of Shares:

I / We record my / our presence at the TWENTIETH ANNUAL GENERAL MEETING of the Company being held at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600006 on Friday, 29th day of July, 2016 at 3:00 p.m.

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

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

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue. Joint Members may obtain additional slip on request at the venue of the meeting. You are also requested to bring your copy of Annual Report at the meeting.

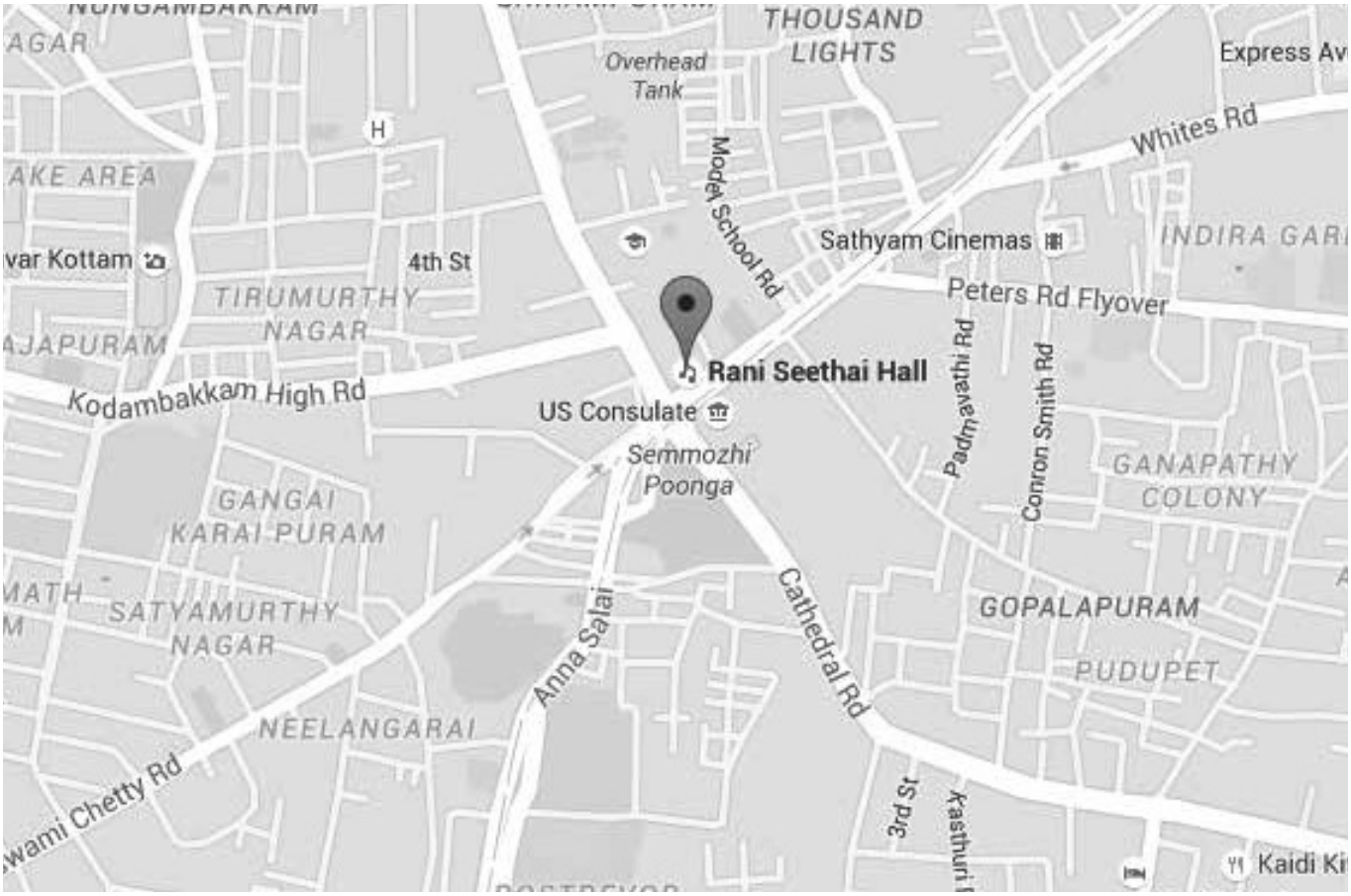
ELECTRONIC VOTING PARTICULARS

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, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

EVEN (e-Voting Event Number)	User ID	Password

Notes:

1. The e-voting period will commence on Tuesday, July 26, 2016 (9.00 a.m. IST) and will end on Thursday, July 28, 2016 (5.00 p.m. IST).
2. Detailed instructions for e-voting are given in Note No.'N' of the AGM Notice.


THOUSAND LIGHTS
Overhead Tank
Express Av
Whites Rd
Model School Rd
Sathyam Cinemas
INDIRA GAR
4th St
TIRUMURTHY NAGAR
Peters Rd Flyover
Rani Seethai Hall
Kodambakkam High Rd
US Consulate
Semmozhi Poonga
Padmavathi Rd
Conron Smith Rd
GANAPATHY COLONY
GANGAI KARAI PURAM
SATYAMURTHY NAGAR
Anna Salai
Cathedral Rd
GOPALAPURAM
PUDUPET
NEELANGARAI
Swami Chetty Rd
3rd St
Kaidi Ki

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

[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:	Mahindra Towers, 2nd Floor, No. 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 TWENTIETH ANNUAL GENERAL MEETING of the Company, to be held on Friday, 29th day of July, 2016 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
ORDINARY BUSINESS				
1.	To receive, consider and adopt:			
	a. the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.			
	b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.			
2.	Declaration of Dividend on Equity Shares			

Resolution No.	Resolutions	Vote(Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
3.	Re-appointment of Mr. Arun Kumar Nanda (DIN:00010029) as a Director, liable to retire by rotation.			
4.	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Registration Number-008072S), as the Auditors of the Company and to fix their remuneration.			

Signed this……..day of……2016.

Affix Re.1/- Revenue Stamp

Signature of the Member: ……

Signature of Proxy holder(s): ……

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.