ClubMahindra

September 1, 2021

MHRIL/SE/21-22/57

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/ Madam,

Sub: Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — Proceedings of the 25th Annual General Meeting

We wish to inform you that the 25th Annual General Meeting ("AGM") of the Company was held on Wednesday, September 1, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 which was the deemed venue of the AGM.

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the aforesaid MCA Circulars, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders holding shares as on the cut off date i.e. August 25, 2021, to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 25th AGM. The remote e-voting was open from Friday, August 27, 2021 (9.00 a.m. IST) to Tuesday, August 31, 2021 (5.00 p.m. IST).

The Board of Directors had appointed Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Tuesday, August 31, 2021 and e-voting at the AGM till the conclusion of the AGM and has submitted his report on September 1, 2021.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 25th AGM have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the proceedings of the 25th AGM of the Company pursuant to Regulation 30 of the SEBI Listing Regulations given as Annexure A.

The AGM commenced at 09.00 a.m. (IST) and concluded at 12:30 p.m. (IST).

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The transcript of the 25th AGM will be posted on the website of the Company www.clubmahindra.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Mahindra Holidays & Resorts India Limited





Dhanraj Mulki
General Counsel & Company Secretary

Encl: As above

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3504 1000 f +91 44 3504 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595

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Annexure A

Proceedings of the 25th Annual General Meeting of the Company pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 25th Annual General Meeting ("AGM" or "meeting") of the Members of Mahindra Holidays & Resorts India Limited ("the Company") was held on Wednesday, September 1, 2021 at 09:00 AM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ") in compliance with the Circulars issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and other social distancing norms in view of the challenges and risk faced due to the ongoing Covid-19 pandemic. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 which was the deemed venue of the AGM.

Mr. Arun Nanda, Chairman of the Board, chaired the meeting. He welcomed the Members joining over through VC and also introduced his Board Members who had joined the meeting through VC. The requisite quorum being present, the Chairman called the meeting in order.

As per the attendance records, 61 Members attended the meeting through VC/ OAVM. Since this AGM was held through VC/OAVM, physical attendance of the Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

The Chairman further requested the Company Secretary to brief the Members on the regulatory matters and procedure of the AGM.

The Company Secretary informed the Members on various aspects including participation in the AGM through VC/ OAVM, facility of remote e-voting and e-voting at the AGM provided by the Company through KFin Technologies Private Limited ("KFintech") Company's Registrar and Share Transfer Agent, speaker registration and submission of queries before the AGM. He further informed that the Statutory Registers under the Companies Act, 2013, ESOP Certificate issued by B S R & Co. LLP, Statutory Auditors and other relevant documents referred to in the Notice of AGM were available for inspection by the Members. He further mentioned the following items of business as laid down in the Notice of the 25th AGM and which were transacted at the meeting:

Ordinary Business:

1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and the Auditors thereon.

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2. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and Report of the Auditors thereon.

3. Re-appointment of Mr. Arun Nanda (DIN: 00010029), as a Director, liable to retire by rotation.

Special Business:

4. Appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from December 1, 2020 to November 30, 2025.

5. Appointment of Mr. Ruzbeh Irani (DIN: 01831944) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

6. Increase in Authorized Share Capital and consequent alteration to Memorandum of Association of the Company

7. Issue of Bonus Equity Shares in the ratio of 1:2 i.e. 1 (One) Equity Share of Rs. 10/- each for every 2 (Two) existing fully paid-up Equity Shares of Rs. 10/- each held by the Members of the Company.

It was further informed that there were no qualifications in the Statutory Auditors' Reports on the Financial Statements (standalone and consolidated) and the Secretarial Audit Report. The Notice, Report of Board of Directors, Statutory Auditors' Report and Secretarial Audit Report were taken as read.

The Company Secretary then requested the Chairman to address the shareholders and thereafter, the Chairman delivered his speech.

The Chairman then ordered activation of the e-voting window for the Members attending the AGM but did not cast their votes through remote e-voting.

Members were provided a facility to ask questions or express their views on the business to be transacted at the AGM through the VC platform provided by KFintech. The Chairman requested the Moderator of the meeting to facilitate the Questions and Answers session and invite the Speaker Members to ask questions or speak/express their views. The Members who had registered as speakers expressed their views and raised various questions. Clarifications were provided to the queries raised by the Members by the Chairman.

Further, Mr. Kavinder Singh, Managing Director & Chief Executive Officer, made a presentation to the Members on the performance and the operations of the Company.

The Board of Directors had appointed Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretary, as the Scrutinizer for the remote e-voting and e-voting at the AGM. The Chairman authorised Mr. Dhanraj Mulki, Company Secretary, to receive the Scrutinizer's Register, Report on e-voting and other related papers and also counter-sign the Scrutinizer's Report and declare the results of e-voting.

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The Scrutinizer's Report was received on September 1, 2021 and accordingly all the Resolutions as set out in the Notice of the 25th AGM were declared as passed with the requisite majority.

For Mahindra Holidays & Resorts India Limited

Dhanraj Mulki
General Counsel & Company Secretary

Mahindra Holidays & Resorts India Limited
Mumbai

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
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