ClubMahindra

September 1, 2021

MHRIL/SE/21-22/59

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: Appointment of Directors – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

We wish to inform you that the Shareholders of the Company vide ordinary resolutions passed at the 25th Annual General Meeting ("AGM") held on Wednesday, September 1, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), have approved the following:

(i) 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.

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

The details as required under the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated September 9, 2015 are given in Annexure A to this letter.

Kindly take the same on record.

Thanking you,

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

Mahindra Holidays & Resorts India Limited Mumbai

Dhanraj Mulki
General Counsel & Company Secretary

Encl.: as above

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Annexure A

Appointment of Directors – Mr. Diwakar Gupta and Mr. Ruzbeh Irani

<table>
<tr><th>Sr. No.</th><th>Details of Events that needs to be provided</th><th>Information of such event(s)</th></tr>
<tr><td>a)</td><td>Reason for change viz. appointment, ~~resignation, removal, death or otherwise~~;</td><td>At the 25th Annual General Meeting held on Wednesday, September 1, 2021, the Shareholders of the Company have approved:

(i) 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.

(ii) Appointment of Mr. Ruzbeh Irani (DIN: 01831944) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.</td></tr>
<tr><td>b)</td><td>Date of appointment ~~/ cessation (as applicable)~~ & term of appointment;</td><td><table><tr><th>Name</th><th>Date of Appointment</th><th>Term</th></tr><tr><td>Mr. Diwakar Gupta</td><td>As an Independent Director from December 1, 2020</td><td>5 consecutive years commencing from December 1, 2020 to November 30, 2025</td></tr><tr><td>Mr. Ruzbeh Irani</td><td>As a Non-Executive Non-Independent Director from January 26, 2021</td><td>Liable to retire by rotation</td></tr></table></td></tr>
<tr><td>c)</td><td>Brief profile (in case of appointment);</td><td>As per Annexure B</td></tr>
<tr><td>d)</td><td>Disclosure of relationships between directors (in case of appointment of a director);</td><td>Mr. Diwakar Gupta and Mr. Ruzbeh Irani are not related inter-se to each other or to any other Director of the Company.</td></tr>
<tr><td>e)</td><td>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated June 20, 2018.</td><td>Mr. Diwakar Gupta and Mr. Ruzbeh Irani are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.</td></tr>
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Annexure B

Brief Profile of Mr. Diwakar Gupta

Mr. Diwakar Gupta was Vice-President for Private Sector and Public-Private Partnerships at the Asian Development Bank (ADB) from August 01, 2015 to August 31, 2020. In this role, Mr. Diwakar Gupta oversaw ADB's assistance to private sector projects with a clear development impact but limited access to capital, across emerging Asia and the Pacific. He also promoted the role of public-private partnerships across the region.

Earlier, Mr. Diwakar Gupta was a career banker with State Bank of India. He joined the Bank in 1974 and held several positions at its various units and subsidiaries. He retired in July 2013 as Managing Director and Chief Financial Officer of State Bank of India, where he was responsible for setting strategies and direction alongside other members of the Bank's Central Management Committee. His other senior positions in the Bank include Deputy Managing Director (National and Rural Banking), State Bank of India, Mumbai (Jan 2010-Mar 2011), Chief Executive Officer, SBI Card & Payment Services (P) Ltd, Gurgaon (a joint venture with GE; June 2008-Dec 2009), Chief General Manager, State Bank of Patiala, Patiala (Nov 2006-May 2008), General Manager/Chief General Manager, State Bank of India, Mumbai Circle, Mumbai (Nov 2003-Oct 2006) and General Manager (HR & Change Management), State Bank of India, Corporate Centre, Mumbai (Apr-Nov 2003).

Before joining ADB in 2015, Mr. Diwakar Gupta was Senior Advisor (Banking Project), Aditya Birla Nuvo Ltd., Mumbai. He has also worked as an Independent Director on the boards of various business councils, financial services companies and other private organizations in India.

Mr. Diwakar Gupta holds a Master of Science degree in Physics from the University of Delhi, and a Bachelor of Science degree in Physics (with Honors) from St. Stephen's College in Delhi.

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Brief Profile of Mr. Ruzbeh Irani

Mr. Ruzbeh Irani is serving as the President - Group Human Resources & Communications of the Mahindra Group. He is also responsible for Corporate Social Responsibility and Corporate Services of Mahindra & Mahindra Limited and serves as a member of the Mahindra Group's supervisory board called 'Group Executive Board'.

Mr. Ruzbeh Irani joined the Mahindra Group in 2007, as Executive Vice President – Corporate Strategy, heading the Group's Strategy function. He became the Chief Brand Officer of the Group, during that time, he spearheaded Mahindra's entry into racing and led the development of the Group's brand position and core purpose, 'Rise'. He then moved to head International Operations for the Automotive and Farm Equipment Sectors of Mahindra & Mahindra Limited. Subsequentially he led Group Corporate Brand, PR and Communications, Ethics as well as Mahindra's Racing team.

Mr. Ruzbeh Irani completed his Bachelor's degree in Commerce from Bombay University in 1983. He went on to receive his Masters in Management Studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai in 1985. He is an alumnus of the Advanced Management Program at the Harvard Business School.

Mr. Ruzbeh Irani worked with Hindustan Lever and Unilever for close to 22 years, across geographies, in marketing, customer management and general management. This included stints as Marketing Manager – Home and Personal Care (with Unilever Central Asia), Regional Manager – Western India (with Hindustan Lever), Vice President – Customer Development (with Unilever's Africa Regional Group) and Customer Development Director on the Board of Unilever Maghreb.



Mahindra Holidays & Resorts India Limited

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