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MHRIL/SE/14-15/564
Date: 12th September, 2014

National Stock Exchange Of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.
Scrip : MHRIL

Department Of Corporate Services
Bombay Stock Exchange Limited
Floor 25, PJ Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code : 533088

Sub: Proceedings of the 18th Annual General Meeting.
Ref: Clause 31 of the Listing Agreement

Dear Sir/Madam,

In terms of Clause 31 of the Listing Agreement, please find enclosed herewith the proceedings of the 18th Annual General Meeting of Mahindra Holidays & Resorts India Limited held on 27th August, 2014 at 3:00 p.m. at Vani Mahal, Main Hall, T. Nagar, Chennai – 600 017.

Kindly take note of the above.

Thanking you,

Yours faithfully,
For Mahindra Holidays & Resorts India Limited

for Dinesh Shetty
Company Secretary

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CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED AT THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, 27TH AUGUST, 2014 AT 3:00 PM AT VANI MAHAL, MAIN HALL, T. NAGAR, CHENNAI – 600 017.

1. Ordinary Resolution:

"RESOLVED that the standalone financial statements comprising Balance Sheet as at 31st March, 2014, Statement of Profit & Loss for the year ended 31st March, 2014, together with Notes forming part thereof, the Cash Flow Statement for the year ended 31st March, 2014 and the Consolidated financial statements for the financial year ended 31st March, 2014, as laid before the meeting be received, considered and adopted."

2. Ordinary Resolution:

"RESOLVED that a dividend @ Rs.4/- per share on 8,87,80,856 fully paid–up equity shares of Rs.10/- each subject to Companies (Transfer of Profits to Reserves) Rules, 1975 and all other applicable provisions of the Companies Act, 1956 for the year ended 31st March, 2014 aggregating Rs. 35,51,23,424/- (Rupees Thirty Five Crore Fifty One Lakh Twenty Three Thousand and Four Hundred and Twenty Four Only) out of profits for the current year be and is hereby declared for distribution (subject to tax, if any) to those members whose names appeared on the Register of Members of the Company and in respect of those members who held shares in the electronic form as per the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL) or to their mandates as of the close of business hours on 14th August, 2014"

3. Ordinary Resolution:

"RESOLVED that Mr. Arun Nanda (holding DIN 00010029) be re-appointed as a Director of the Company, liable to retire by rotation."

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4. Ordinary Resolution:

"RESOLVED that pursuant to Section 139, 141 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, 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."

5. Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rohit Khattar (DIN 00244040), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting."

6. Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridar Iyengar (DIN 00278512), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director,

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being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting."

7. Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Cyrus J Guzder (DIN 00080358), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting."

8. Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Aga (DIN 00022065), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting."

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.
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e: feedback@clubmahindra.com / w: www.clubmahindra.com / CIN: L55101TN1996PLC036595

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9. Special Resolution:

"RESOLVED that in supersession of the resolution passed under Section 293(1)(a) of the Companies Act,1956 by Members at the Extra-Ordinary General Meeting of the Company held on 25th September, 2007 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("2013 Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee(s) thereof) to create charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, if any, on such of the assets of the Company, both present and future, in such manner as the Board may deem fit in favour of Banks/Financial Institutions/ Lenders, other investing institutions/agencies, other bodies corporates and Trustees for the holders of debentures/ bonds and/or other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/ or rupee/foreign currency convertible bonds and/or bonds with detachable share warrants (hereinafter collectively referred to as "Loans") provided that the total amount of the Loans together with interest thereon, additional interest, compound interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, for which such charges, mortgages, or hypothecations are created, shall not, at any time exceed the aggregate of paid up capital and free reserves of the Company or any such higher amount as may be approved by the Members under section 180(1)(c) the Companies Act, 2013.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts and things and to execute all such documents as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

// CERTIFIED TRUE COPY //

For MAHINDRA HOLIDAYS & RESORTS INDIA LTD

DINESH SHETTY
COMPANY SECRETARY

Place : Mumbai
Date : 9th September, 2014

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.
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