Club Mahindra Jiyo life

MHRIL/CS/SE/13-14/
Date: 30th July, 2013

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
Bombay Stock Exchange Limited
Floor 25, PJ Towers,
Dalal Street,
Mumbai – 400 001.
Scrip Code - 533088

Sub: Proceedings of the 17th Annual General Meeting
Ref: Clause 31(d) of the Listing Agreement

Dear Sir/Madam

In terms of Clause 31(d) of the Listing Agreement, please find enclosed herewith the Proceedings of the 17th Annual General Meeting of Mahindra Holidays & Resorts India Limited held on 29th July, 2013 at 3.00 p.m. at Tapovan Hall, Chinmaya Heritage Centre No.2, 13th Avenue, Harrington Road, Chetpet, Chennai – 600 031.

Kindly take on record the same.

Thanking you,

Yours faithfully,
For Mahindra Holidays & Resorts India Limited

Dinesh Shetty
Company Secretary

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CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED AT ITS 17TH ANNUAL GENERAL MEETING HELD ON MONDAY, 29TH JULY, 2013 AT 3.00 P.M. AT TAPOVAN HALL, CHINMAYA HERITAGE CENTRE NO.2, 13TH AVENUE, HARRINGTON ROAD, CHETPET, CHENNAI – 600 031.

1) **ORDINARY BUSINESS:**

"**RESOLVED THAT** the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended 31st March, 2013, together with the reports of the Directors' and Auditors' as laid before the meeting be received and adopted."

2) **ORDINARY BUSINESS:**

"**RESOLVED THAT** a dividend of Rs.4/- per Equity Share on 8,87,80,856 fully paid–up Equity Shares of Rs.10/- each (inclusive of 41,41,084 Equity Shares of Rs. 10 each fully paid up, allotted to Qualified Institutional Buyers on 12th April, 2013 through Institutional Placement Programme under Securities and Exchange Board India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended) for the year ended 31st March, 2013, subject to Companies (Transfer of Profits to Reserves) Rules, 1975 and all other applicable provisions of the Companies Act, 1956 aggregating to Rs. 35,51,23,424/- (Rupees Thirty Five Crore Fifty One Lakh Twenty Three Thousand Four Hundred and Twenty Four only) out of profits for the current year be and is hereby declared for distribution to those members whose names appeared on the Register of Members of the Company as on 12th July, 2013 and in respect of those members who hold shares in the electronic form as per the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) or to their mandates as of the end of the business hours of 12th July, 2013."

3) **ORDINARY BUSINESS:**

"**RESOLVED THAT** Mr. Uday Y Phadke be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4) **ORDINARY BUSINESS:**

"**RESOLVED THAT** Mr. Vineet Nayyar be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

MAHINDRA HOLIDAYS & RESORTS INDIA LTD. Chennai 600 002

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5) **ORDINARY BUSINESS:**

"**RESOLVED THAT** pursuant to Section 224 of the Companies Act, 1956, Messrs Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI 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, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

6) **SPECIAL BUSINESS**

"**RESOLVED THAT** Mr. Sanjeev Aga, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th April, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.

//CERTIFIED TRUE COPY//

FOR MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

DINESH SHETTY
COMPANY SECRETARY

MAHINDRA HOLIDAYS & RESORTS INDIA LTD. Chennai 600 002

Place: Chennai
Date: 30th July, 2013