

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: Mahindra Holidays & Resorts India Limited (Scrip Code: MHRIL, 533088)
2. Quarter ending: June 30, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non Executive/ In-dependent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Arun Kumar Nanda	DIN: 00010029 PAN: ACUPN6910A	Chairperson & Non-Executive Director	January 28, 1998	N.A.	3	2	2
Mr.	Vineet Nayyar	DIN: 00018243 PAN: AAKPN0358C	Non-Executive Director	January 23, 2007	N.A.	3	1	-
Mr.	Sanjeev Aga	DIN: 00022065 PAN: AAAPA2497D	Non-Executive and Independent Director	August 27, 2014	5 Years	6	6	2
Mr.	Cyrus Jamshed Guzder	DIN: 00080358 PAN: AABPG6919R	Non-Executive and Independent Director	August 27, 2014	5 Years	2	3	2



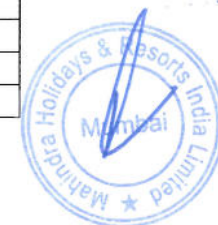
Mr.	Parthasarathy Vankipuram Srinivasa	DIN: 00125299 PAN: AADPV5236G	Non-Executive Director	August 27, 2014	N.A.	3	5	-
Mr.	Krishnan Sadasivan	DIN: 00212875 PAN: AACPS6834L	Executive Director	January 22, 2015	N.A.	1	-	-
Mr.	Rohit Khattar	DIN: 00244040 PAN: ABSPK3434H	Non-Executive and Independent Director	August 27, 2014	5 Years	1	1	-
Mr.	Sridar Arvamudhan Iyengar	DIN: 00278512 PAN: AACPI7514D	Non-Executive and Independent Director	August 27, 2014	5 Years	3	4	3
Ms.	Radhika Shastry	DIN: 01787918 PAN: AHWPS5348E	Non-Executive and Independent Director	December 26, 2014	5 Years	1	-	-
Mr.	Kavinder Singh	DIN: 06994031 PAN: ALSPS2346C	Executive Director	November 3, 2014	N.A.	1	1	-

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee	Sridar Arvamudhan Iyengar	Chairperson / Non-Executive / Independent
	Sanjeev Aga	Non-Executive / Independent
	Parthasarathy Vankipuram Srinivasa	Non-Executive
	Cyrus Jamshed Guzder	Non-Executive / Independent
	Rohit Khattar	Non-Executive / Independent



2. Nomination and Remuneration Committee	Name of Committee members		Category (Chairperson/Executive/Non Executive/independent/Nominee)	
	Cyrus Jamshed Guzder		Chairperson / Non-Executive / Independent	
	Arun Kumar Nanda		Non-Executive	
	Vineet Nayyar		Non-Executive	
	Rohit Khattar		Non-Executive / Independent	
Sridar Arvamudhan Iyengar		Non-Executive / Independent		
3. Stakeholders Relationship Committee	Name of Committee members		Category (Chairperson/Executive/Non Executive/independent/Nominee)	
	Arun Kumar Nanda		Chairperson / Non-Executive	
	Parthasarathy Vankipuram Srinivasa		Non-Executive	
	Kavinder Singh		Executive	
III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
January 31, 2017		May 19, 2017		59 days
March 20, 2017				
IV. Meeting of Committees				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	May 19, 2017	Yes	January 30, 2017	107 days
			January 31, 2017	
Stakeholders Relationship Committee	May 19, 2017	Yes	January 31, 2017	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
V. Related Party Transactions				
Subject			Compliance status (Yes/No/NA)refer note below	
Whether prior approval of audit committee obtained			Yes	
Whether shareholder approval obtained for material RPT			NA	



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) – **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**



Name : Dinesh Shetty
 Designation : Company Secretary / Compliance Officer / Managing Director / CEO