



ClubMahindra

MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Registered Office: 17/18, 2nd Floor, Mahindra Towers, Patullos Road, Chennai – 600 002.

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Website: www.clubmahindra.com

Email: investors@mahindaholidays.com

CIN: L55101TN1996PLC036595

NOTICE

Notice is hereby given that the 19th Annual General Meeting (AGM) of Mahindra Holidays & Resorts India Limited will be held on Tuesday, July 28, 2015 at 3.00 p.m. at Mini Hall, The Music Academy, 168 T.T.K Road, Alwarpet, Chennai – 600 014. The Notice of the Meeting setting out the Ordinary and Special businesses to be transacted thereat and the Explanatory Statement attached thereto together with the Audited Standalone and Consolidated Financial Statements, Report of the Board of Directors and the Auditor's Report for the financial year ended March 31, 2015 has been dispatched to the Members and the same has also been sent by e-mail to those Members who have registered their e-mail IDs with the Company/Depository Participant(s) for communication purposes.

Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Amendment Rules, 2015, electronic copies of the Notice convening the AGM and the Annual Report for the year 2014-2015 have been sent by e-mail to all those members of the Company whose email IDs are registered with the Depository Participants.

Physical copies of the Notice convening the AGM and the Annual Report for the year 2014-2015 have been sent to all other Members of the Company at their registered address in the permitted mode. The said documents have been uploaded on the website of the Company www.clubmahindra.com and on the website of Karvy Computershare Private Limited (Karvy) <https://evoting.karvy.com>. However, in case a Member wishes to receive a physical copy of the said documents, he may send an e-mail to investors@mahindaholidays.com or evoting@karvy.com duly quoting his DP ID and Client ID or Folio No., as the case may be, to enable the Company to comply with the request. The said documents will also be available for inspection at the Registered Office of the Company during its business hours.

Notice is further given pursuant to Section 91 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the Register and Index of Members and Share Transfer Books of the Company will remain closed from Saturday, July 18, 2015 to Tuesday, July 28, 2015 (both days inclusive) for the purpose of the 19th AGM and for determination of the persons who may be entitled to dividend that may be declared at the AGM of the Company. The dividend, if declared, at the forthcoming AGM of the Company shall be paid to those Members or their mandates:

- whose names appear as Beneficial Owners as at the end of the business hours on July 17, 2015 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form; and
- whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar & Share Transfer Agents on or before July 17, 2015.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Shareholders the facility of "remote e-voting" (i.e. e-voting from a place other than venue of AGM) to enable them to cast their vote by electronic means on all the resolutions as set out in the said Notice.

In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed July 21, 2015 as the "cut-off date" to determine the eligibility of Members to vote by electronic means or at the AGM.

A person whose name is recorded in the Register of Members of the Company or in the Statement of Beneficial Owners maintained by the Depositories as on the cut-off date i.e July 21, 2015, only shall be entitled to avail the facility of remote e-voting or vote at the AGM.

The details pursuant to the provisions of the Companies Act, 2013 and the rules are given here under:

- Date of completion of dispatching of the Notice and the Annual Report for the financial year 2014-15: Thursday, July 2, 2015.
- Date & time of commencement of remote e-voting through electronic means: Saturday, July 25, 2015 at 9.00 AM.
- Date & time of end of remote e-voting through electronic means: Monday, July 27, 2015 at 5.00 PM.
- Voting through electronic means shall not be allowed beyond 5.00 PM on Monday, July 27, 2015.
- For e-voting instructions, Members may go through the instructions contained in the Notice convening the AGM and in case of any queries/ grievances connected therewith, Members may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Ms. Rajitha Cholleti at rajitha.cholleti@karvy.com / 040 67162222.

Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e July 21, 2015 may obtain the User Id and password in the manner as mentioned below :

- If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS:
MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXXX1234567890
- if e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- Member may Call Karvy's Toll free number 1-800-3454-001 or Member may send an e-mail request to evoting@karvy.com.

The facility for voting through Polling paper shall also be made available at the venue of AGM. The Members who have already cast their vote by remote e-voting prior to the meeting can attend the Meeting but shall not be entitled to cast their vote again at the AGM.

For MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Sd/-

Place : Mumbai
Date : July 4, 2015

Dinesh Shetty
Company Secretary

Registrar & Share Transfer Agents:
Karvy Computershare Private Limited,
Karvy Selenium, Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Email : einward.ris@karvy.com
Tel : 040 6716 2222 Fax : 040 2300 1153
TollFree : 1-800-3454-001