

**NOTICE**

The SEVENTEENTH ANNUAL GENERAL MEETING OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED will be held at Tapovan Hall, Chinmaya Heritage Centre, No.2, 13<sup>th</sup> Avenue, Harrington Road, Chetpet, Chennai – 600 031, on Monday, the 29<sup>th</sup> day of July, 2013, at 3.00 pm to transact the following businesses:

1. To receive and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Uday Y Phadke who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Vineet Nayyar who retires by rotation and, being eligible, offers himself for re-election.
5. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“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.”

**SPECIAL BUSINESS**

6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Sanjeev Aga, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18<sup>th</sup> 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.”

By order of the Board

**Registered Office:**

Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18,  
Patullos Road, Chennai – 600 002.  
email: investors@mahindraholidays.com  
24<sup>th</sup> April, 2013

**DINESH SHETTY**  
Company Secretary

**Notes:**

- A. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
- C. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their office premises at Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081, Andhra Pradesh, India.

- D. The Register of Members and Transfer Books of the Company will be closed from 13<sup>th</sup> July, 2013 to 29<sup>th</sup> July, 2013 (both days inclusive).
- E. The dividend, if declared at the Annual General Meeting, will be paid between 30<sup>th</sup> July, 2013 and 6<sup>th</sup> August, 2013 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 12<sup>th</sup> July, 2013 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - (b) 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 and Transfer Agents on or before 12<sup>th</sup> July, 2013.
- F. Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the Central Government.

Due date of transferring unclaimed and unpaid dividend declared by the Company for the Financial Years 2009-10, 2010-11 & 2011-12 to IEPF.

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
31 <sup>st</sup> March, 2010	26 <sup>th</sup> July, 2010	25 <sup>th</sup> August, 2017
31 <sup>st</sup> March, 2011	25 <sup>th</sup> July, 2011	24 <sup>th</sup> August, 2018
31 <sup>st</sup> March, 2012	25 <sup>th</sup> July, 2012	24 <sup>th</sup> August, 2019

Members who have not encashed the dividend warrant so far in respect of the aforesaid period are requested to make their claim to Karvy Computershare Private Limited well in advance of the above date. It may be noted that once the amount in the unpaid dividend account are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

- G. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 109A of the Companies Act, 1956. Members desiring to avail this facility may send their nomination in the prescribed Form No. 2B duly filled in to Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- H. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change in the bank particular or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- I. The Ministry of Corporate Affairs, Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliance by the companies and has issued Circulars allowing companies to send official documents to their Shareholders electronically.  
In support of the Green Initiative, your Company has sent an e-mail to the Members at their e-mail addresses available in the records of the Company / its Registrar and Share Transfer Agents / Depository Participants informing them about the Company's proposal to send the documents like Notice calling the Annual General Meeting and Annual Report containing Balance Sheet, Statement of Profit & Loss, Directors' Report etc. for the year ended 31<sup>st</sup> March, 2013 and other communication, in electronic form.

## MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

These Members have also been given an option to receive the documents in Physical Form. Accordingly, the Annual Report for the year 2012-13, Notice for the Annual General Meeting, etc. would be sent in electronic mode to such of the Members of the Company who do not opt to receive the same in physical form.

Members are requested to support this Green Initiative by registering/ updating their e-mail addresses, with the Depository Participants (in case of shares held in dematerialised form) or with Karvy Computershare Private Limited (in case of Shares held in physical form).

J. Members are requested to:

- a) intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
- b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
- c) quote their folio numbers/Client ID/DP ID in all correspondence;
- d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

K. Re-appointment of Directors:

Mr. Uday Y Phadke holds 17,362 Equity Shares in the Company and Mr. Vineet Nayyar holds 26,700 Equity Shares in the Company.

None of the Directors of the Company are inter-se related to each other.

In respect of the information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being re-appointed, Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

L. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

M. Members are requested to bring their Attendance slip alongwith their copy of the Annual Report to the Meeting.

The Company has received a notice from a member signifying his intention to propose Mr. Aga as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Mr. Aga is an Honours graduate in Physics from St. Stephen's College, Delhi (1971) and a post graduate from the Indian Institute of Management, Kolkata (1973). A Business leader, organization builder, adviser and mentor, Sanjeev Aga's career has traversed 40 years, and sectors from consumer and services, entertainment and light engineering, to telecommunications.

In a business career commencing 1973, Mr. Aga held senior positions in Asian Paints, Chellarams (Nigeria), and Jenson & Nicholson. In 1987, he joined Blow Plast to head the Furniture business, was made Chief Executive of Mattel Toys in 1990, and in January 1993 was appointed Managing Director of Blow Plast with multi-business responsibility including the flagship VIP Luggage business.

In November 1998, he was appointed CEO of the telecom JV, Birla AT&T. He led the company through expansions, mergers and acquisitions to be CEO of Birla Tata AT&T, which was renamed Idea Cellular. In July 2002, Mr. Aga left Idea to be with the Aditya Birla Group, where from May 2005 until October 2006, he was Managing Director of Aditya Birla Nuvo, a conglomerate with interests spanning diverse group businesses. With Idea's shareholding changing to become an Aditya Birla group entity, Mr. Aga held the position of Managing Director of Idea Cellular Limited from November 2006 to March 2011.

In 2012, Mr. Aga was awarded 'Telecom Person of the Year' by V&D. For 2009, Idea Cellular was named the 'ET Emerging Company of the Year', and for 2010, Forbes India magazine shortlisted him as a 'Person of the Year'

Mr. Aga holds 3,350 Equity Shares in the Company.

Mr. Aga is currently on the Board of Idea Cellular Limited, Subex Limited, Pidlite Industries Limited and ING Vysya Bank Limited. Mr. Aga is a Member of Finance Committee, Shareholder Grievance Committee and Securities Allotment Committee of Idea Cellular Limited, Member of Customer Service Committee, Corporate Governance Committee, IT Strategy Committee, Audit Committee and Remuneration Committee of ING Vysya Bank Limited and Member of Audit Committee and Chairman of Investor Grievance Committee of Subex Limited.

The Board is of the view that Mr. Aga's experience and knowledge will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Apart from Mr. Aga, none of the Directors is concerned or interested in the Resolution.

By order of the Board

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

#### Item No. 6

The Board of Directors by way of circular resolution passed on 18<sup>th</sup> April, 2013, appointed Mr. Sanjeev Aga as an Additional Director on the Board. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Aga holds office upto the date of the forthcoming Annual General Meeting of the Company.

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Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18,  
Patullos Road, Chennai – 600 002.  
email: investors@mahindraholidays.com  
24<sup>th</sup> April, 2013

**DINESH SHETTY**  
Company Secretary



# Mahindra Holidays & Resorts India Limited

Registered Office: Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18, Patullos Road, Chennai – 600 002.

Website: www.clubmahindra.com • Email: investors@mahindraholidays.com

## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request. Provided such request is received by the Company/Registrar and Transfer Agents, Karvy Computershare Private Limited at Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 before 12<sup>th</sup> July, 2013.

<b>Folio No.:</b>	<b>DP ID:</b>	<b>Client ID:</b>
<b>No. of Shares:</b>		
<b>Name &amp; Address of the Shareholder:</b>		

I hereby record my presence at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company being held at Tapovan Hall, Chinmaya Heritage Centre, No. 2, 13<sup>th</sup> Avenue, Harrington Road, Chetpet, Chennai – 600 031 on Monday, the 29<sup>th</sup> day of July, 2013, at 3.00 p.m.

Name(s) of the Shareholder(s)/Proxy (IN BLOCK CAPITALS)

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Signature(s) of the Shareholder(s) or Proxy

**NOTE:** No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.



# Mahindra Holidays & Resorts India Limited

Registered Office: Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18, Patullos Road, Chennai – 600 002.

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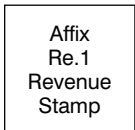
## PROXY FORM

<b>Folio No.:</b>	<b>DP ID:</b>	<b>Client ID:</b>
<b>No. of Shares:</b>		

I/We .....  
of .....being a member/ members  
of MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED hereby appoint.....  
of .....or failing him .....of .....  
as my/our Proxy to vote for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on Monday, the 29<sup>th</sup> July, 2013 at 3.00 p.m. and any adjournment thereof.

As witness my/our hand(s) this .....day of .....2013.

Signed by the said .....



**NOTE:** The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.