

July 25, 2024

MHRIL/SE/24-25/45

Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: MHRIL

Listing Compliance
BSE Limited
Floor 25, PJ Towers, Dalal
Street,
Mumbai – 400 001
Scrip Code: 533088

Dear Sir/ Madam,

Sub: Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Proceedings of the 28th Annual General Meeting

We wish to inform you that the 28th Annual General Meeting ("AGM") of the Company was held on Thursday, July 25, 2024 at 3.30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 1st Floor, "A" Wing, Dr. G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai – 400018.

As per the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations read with relevant circulars issued in this regard, the Company had provided the facility of remote e-voting and e-voting facility at the AGM to the Shareholders holding shares as on the cut-off date i.e July 18, 2024 to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 28th AGM. The e-voting was open from July 22, 2024 (Monday) at 9.00 a.m. (IST) and ended on July 24, 2024 (Wednesday) at 5.00 p.m. (IST).

The Board of Directors had appointed Mr. Mukesh Siroya, Proprietor of M/s. M Siroya and Co, Practicing Company Secretary, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. Mukesh Siroya has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Wednesday, July 24, 2024 and e-voting at the AGM till the conclusion of the AGM and has submitted his consolidated report on July 25, 2024.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 28th AGM have been duly approved by the Shareholders with a requisite majority.

In this regard, please find enclosed the proceedings of the 28th AGM of the Company pursuant to Regulation 30 read with Schedule III and other applicable provisions of the SEBI Listing Regulations as Annexure A.

The AGM commenced at 3.30 p.m. (IST) and concluded at 6.46 p.m. (IST).

Mahindra Holidays & Resorts India Limited

Registered Office: Mahindra Towers, 1st Floor, "A" Wing, Dr. G.M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai – 400 018.

 investors@mahindaholidays.com |  +91 22 6918 4722 |  www.clubmahindra.com | CIN: L55101MH1996PLC405715

This intimation is also being uploaded on the website of the Company www.clubmahindra.com in accordance with Regulation 46 of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,

For Mahindra Holidays & Resorts India Limited

Dhanraj Mulki
General Counsel & Company Secretary

Encl.: As above

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Annexure A

Proceedings of the 28th Annual General Meeting of the Company pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 28th Annual General Meeting ("AGM" or "Meeting") of the Members of Mahindra Holidays & Resorts India Limited ("the Company") was held on Thursday, July 25, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the Companies Act, 2013 read with the Rules framed thereunder and the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") and the Secretarial Standards issued by the Institute of Company Secretaries of India. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 1st Floor, "A" Wing, Dr. G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai – 400018. The AGM commenced at 3.30 p.m. and concluded at 6.46 p.m.

Mr. C.P. Gurnani, Chairman of the Board, chaired the Meeting.

As per the attendance record, 61 members were present through VC at the Meeting and after ascertaining that the requisite quorum was present, the Chairman called the Meeting to order. Since this AGM was held through VC/OAVM, physical attendance of the Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

The Chairman introduced all the Directors, Key Managerial Personnel, Statutory Auditors and Secretarial Auditor attending the AGM. All the Directors were present at the Meeting through VC, except Dr. Anish Shah, Non-Executive and Non-Independent Director, who could not attend the Meeting due to pre-occupation. The Chairman of the Audit Committee, the Chairman of Nomination and Remuneration Committee and the Chairman of the Stakeholders Relationship Committee, attended the AGM through VC.

The Chairman further requested the Company Secretary to brief the Members on the regulatory matters and procedure of the AGM.

The Company Secretary informed the Members on various aspects including participation in the AGM through VC / OAVM, facility of remote e-voting and e-voting at the AGM provided by the Company through KFin Technologies Limited ("KFintech"), Company's Registrar and Transfer Agent, speaker registration and submission of queries before the AGM.

The Company Secretary further informed the Members that the Statutory registers and relevant documents including the certificate from the Secretarial Auditors of the Company relating to the implementation of the Company's ESOP Schemes were available electronically for inspection by the Members at the AGM.

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He, thereafter, briefly explained the Resolutions as set out in the Notice of 28th AGM. The following items as stated in the Notice of the 28th AGM were transacted at the Meeting and passed with requisite majority:

Ordinary Business:

1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and the Auditors thereon – Ordinary Resolution.
2. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and Report of the Auditors thereon – Ordinary Resolution.
3. Re-appointment of Mr. Ruzbeh Irani, as a Director liable to retire by rotation – Ordinary Resolution.

Special Business:

4. Appointment of Mr. Manoj Bhat as a Director of the Company – Ordinary Resolution.
5. Appointment of Mr. Manoj Bhat as the Managing Director of the Company designated as “Managing Director & Chief Executive Officer” with effect from May 17, 2024 to May 16, 2029 – Special Resolution.

He further informed that the Statutory Auditors' Report on the Annual Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Secretarial Audit report for the said period do not contain any qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company, hence, the same need not be read at the AGM.

The Company Secretary then requested the Chairman to address the shareholders and thereafter, the Chairman delivered his speech.

The Chairman thereafter informed the Shareholders that the Company has made all efforts feasible under the circumstances to enable the Shareholders to participate and vote on the items being considered in the AGM.

The Chairman thereafter ordered commencement of e-voting for the Members attending the AGM but who did not cast their votes through remote e-voting.

The Chairman thereafter requested the Moderator of the meeting to facilitate the Questions and Answers session and invite the Speaker Members to ask questions or speak/express their views. The Members who had registered as speakers expressed their views and raised various questions. The Chairman responded to the clarifications sought by the Speaker Members.

The Chairman announced that the voting results along with the consolidated Scrutinizer's Report issued by the Scrutinizer Mr. Mukesh Siroya, Proprietor of M/s. M Siroya and Co, Practicing Company Secretary, shall be informed to the Stock Exchanges and be placed on the website of the Company. The Chairman authorised Mr. Dhanraj Mulki, Company Secretary, to receive the consolidated

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Scrutinizer's Report and also counter-sign the same and declare the results within prescribed timelines. The Scrutinizer's Report and Combined e-voting results have been received and is filed separately.

The Chairman thereafter thanked the Members for their presence and active participation and support extended to the Company and declared the proceedings as closed and concluded on completion of e-voting by Members. The 28th AGM concluded at 6.46 p.m.

This document does not constitute minutes of the proceedings of the AGM of the Company.

For Mahindra Holidays & Resorts India Limited

Dhanraj Mulki
General Counsel & Company Secretary