



December 1, 2022

MHRIL/SE/22-23/81

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

Dear Sir/ Madam,

**Sub: Notice of Postal Ballot**

In terms of the applicable provisions of the Companies Act, 2013 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice of Postal Ballot dated November 30, 2022, seeking approval of the members of the Company by way of Special Resolutions through Remote E-Voting for the following:

<b>Resolution No.</b>	<b>Details of the Resolution</b>	<b>Ordinary / Special Resolution</b>
1.	Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra.	Special Resolution
2.	Appointment of Mr. Rajat Kumar Jain as an Independent Director of the Company.	Special Resolution

In compliance with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Postal Ballot Notice have been sent electronically to all the shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 25, 2022. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot and shareholders have been requested to communicate their assent or dissent through the Remote E-Voting system only.

The Company has engaged the services of Registrar and Transfer Agent (RTA) KFin Technologies Limited ("KFin") as the authorized agency for providing the facilities of Remote E-Voting to its Members and has appointed Mr. M Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretaries, (ICSI Membership No. FCS 5837 Certificate of Practice No. 5081) as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.

**Mahindra Holidays & Resorts India Limited**

**Corporate Office:** Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.  
t: +91 22 6918 4722

**Registered Office :** Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3504 1000 f +91 44 3504 7778  
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



The Remote E-Voting period begins on Friday, December 2, 2022 at 9.00 A.M. (IST) and ends on Saturday, December 31, 2022 at 5.00 P.M. (IST). The Remote E-Voting module shall be disabled by KFin for voting thereafter.

The Notice of Postal Ballot is available on Company's website [www.clubmahindra.com](http://www.clubmahindra.com), Stock Exchanges website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and KFin's website (<https://evoting.kfintech.com/showallevents.aspx>).

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Mahindra Holidays & Resorts India Limited**

**Dhanraj Mulki**  
**General Counsel & Company Secretary**

Encl: a/a

**Mahindra Holidays & Resorts India Limited**

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ClubMahindra

## **Mahindra Holidays & Resorts India Limited**

(CIN: L55101TN1996PLC036595)

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

T: +91 44 3504 1000 F: +91 44 3504 7778

W: [www.clubmahindra.com](http://www.clubmahindra.com) • E: [investors@mahindaholidays.com](mailto:investors@mahindaholidays.com)

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard - 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), the Company is seeking approval of the Members of the Company for the below appended resolutions by means of Postal Ballot through electronic means, i.e. through remote e-voting system (“remote e-voting”).

The explanatory statement pursuant to Section 102 and other applicable provisions of the Act, if any, pertaining to the below appended resolutions setting out the material facts and reasons thereof, is annexed to this Notice.

In compliance with the MCA Circulars and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes under the Section “Instructions for remote e-voting are as below” in this Notice to cast their vote electronically. Members are requested to cast their vote through the remote e-voting process not later than 5:00 p.m. on Saturday, December 31, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (“the Board”) of the Company at its meeting held on November 2, 2022 has appointed Mr. M Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretaries, (ICSI Membership No. FCS 5837 Certificate of Practice No. 5081) to act as the Scrutinizer (“the Scrutinizer”), for conducting the postal ballot through the remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the postal ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFin”) to provide remote e-voting facility to its Members. The Members are requested to carefully read the instructions indicated in this Notice. The remote e-voting period shall commence on Friday, December 2, 2022 at 9:00 A.M. (IST) and ends on



Saturday, December 31, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by KFin for voting thereafter. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him.

The results of the postal ballot will be announced on or before 5:00 P.M. (IST) on Monday, January 2, 2023 and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Simultaneously, the results will also be uploaded on the Company's website at [www.clubmahindra.com](http://www.clubmahindra.com) and on the website of KFin at <https://evoting.kfintech.com/>.

## **SPECIAL BUSINESS**

### **1. To consider and approve shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (powers delegated to Regional Director) and/ or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13(4) and other applicable provisions, if any, of the Act read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Southern Region, Chennai, the Clause II of the Memorandum of Association of the Company be and is hereby altered for change in the situation of the Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra and that, the Clause II of the Memorandum of Association of the Company be read as follows:

*"If The Registered Office of the Company will be situated in the State of Maharashtra"*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file a petition before the Regional Director, Southern Region, Chennai, under Section 13(4) and other applicable provisions; if any, of the Act read with Rule 30 of the Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds, matters and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for shifting of the Registered Office of the Company; if so approved by the Regional Director, Southern Region, Chennai.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for shifting of the Registered Office of the Company to the State of Maharashtra and within the jurisdiction of the Registrar of Companies, Mumbai as per the Orders that may be passed by the Regional Director, Southern Region, Chennai.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. M. Damodaran, or Mr. K Janakiraman of M Damodaran & Associates LLP, Practicing Company Secretaries, having their office at New.No.6, Old No.12, Appavoo Gramani 1<sup>st</sup> Street,



Mandaveli, Chennai - 600 028, be and is hereby authorized to appear before the Regional Director, Southern Region, Chennai under Section 12(5) and 13(4) of the Act read with Rule 30 of the Companies (Incorporation) Rules 2014, in respect of the petition to be filed before the Regional Director, Southern Region, Chennai for seeking their approval for shifting of the Registered Office of the Company from State of Tamil Nadu to State of Maharashtra, pursuant to the above resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to finalize the address of the Registered Office of the Company in Mumbai, the State of Maharashtra, as they may deem fit.

**RESOLVED FURTHER THAT** the Company Secretary of the Company is hereby authorised to sign and submit the necessary, forms, intimations and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

2. **Appointment of Mr. Rajat Kumar Jain as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation No. 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rajat Kumar Jain (DIN: 00046053), who was appointed as an Additional Director with effect from November 3, 2022 under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from November 3, 2022 to November 2, 2027.”

By Order of the Board  
For Mahindra Holidays & Resorts India Limited

**Dhanraj Mulki**  
General Counsel & Company Secretary  
FCS - 4631

**Registered Office:**

Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18,  
Patullos Road, Chennai – 600 002.  
T: 044 3504 1000 F: 044 3504 7778  
CIN: L55101TN1996PLC036595  
e-mail: [investors@mahindaholidays.com](mailto:investors@mahindaholidays.com)

Place: Mumbai

Date: November 30, 2022



## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), setting out the material facts and reasons for the proposed Special Resolutions to be transacted by Postal Ballot through remote e-voting, is appended herein below and forms part of the Notice. Members are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter, accord their assent or dissent through the remote e-voting facility provided by the Company.
2. The relevant documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days and until the last date of receipt of votes through remote e-voting. Members seeking to inspect such documents can send an email to [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com) mentioning their name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.
3. In line with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (“MCA Circulars”), the Company will send Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / KFin Technologies Limited (“KFin”), the Registrar and Share Transfer Agent of the Company (“RTA”) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 25, 2022 (“cut-off date”). Physical copies of Postal Ballot Notice is not being sent to the Members who have not registered their email address with the Company/RTA or the Depository / Depository Participants. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
4. Members may note that this Postal Ballot Notice is available on Company’s website [www.clubmahindra.com](http://www.clubmahindra.com), Stock Exchanges website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and KFin’s website (<https://evoting.kfintech.com/showallevents.aspx>).
5. In terms of Section 108 and 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facilities for Members to exercise their right to vote on the resolutions proposed, through remote e-voting system of KFin.
6. Remote e-voting period shall commence on Friday, December 2, 2022 (9:00 A.M. IST) and ends on Saturday, December 31, 2022 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the cut-off date (including those Members who may not have received this Notice due to non- registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in the Postal Ballot Notice only through the remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter.
7. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, November 25, 2022. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast his / her vote through remote e-voting.
8. During the remote e-voting period, Members can login at e-voting platform any number of times till they have voted on all the resolutions. Once the vote on the resolutions is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
9. The Board of Directors of the Company have appointed Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP (Membership No: FCS 5837, Certificate of Practice No. 5081), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
10. The result declared along with the Scrutinizer’s Report would be displayed on the Company’s website [www.clubmahindra.com](http://www.clubmahindra.com) and on the website of KFin <https://evoting.kfintech.com/> and shall be submitted and



available on website of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are presently listed and also on the notice board at the Registered Office of the Company.

11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. on Saturday, December 31, 2022.

12. **Process for registration of email addresses and mobile number**

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot Notice may temporarily get their e-mail registered with the Company's RTA, by clicking on the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of the e-mail, Members would get soft copy of the Notice and the procedure for remote e-voting to enable voting for this Postal Ballot.

13. **Instructions for remote e-voting are as below:**

The manner of remote e-voting by (1) individual Members holding shares of the Company in demat mode, (2) Members (other than individuals holding shares of the Company in demat mode) and Members holding shares of the Company in physical mode, and (3) Members who have not registered their e-mail address are provided here in below:

**I) Login method for remote e-voting for Individual Shareholders holding shares in demat mode**

Type of Shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"</li> <li>IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the Company and the e-voting Service Provider name, i.e. KFin.</li> <li>V. On successful selection, you will be redirected to KFin e-voting page for casting your vote during the remote e-voting period.</li> </ol> </li> </ol>



<p>Individual Shareholders holding shares in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. <b>Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered User ID and Password. The user will see the e-voting Menu. Click on e-voting link available against the name of the Company and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.</li> </ol> </li> <li>2. <b>User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li>3. <b>Alternatively, by directly accessing the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be redirected to KFin's e-voting page for casting your vote during the remote e-voting period.</li> </ol> </li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account websites of Depository Participants registered with NSDL/CDSL for e-voting facility.</li> <li>II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>III. Click on options available against Company name or e-voting service provider – KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use “Forgot user ID” / “Forgot Password” options available on the websites of Depositories / Depository Participant(s).

**Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**II) Login method for remote e-voting for Non-individual Shareholders holding shares in demat mode and Shareholders holding shares in physical mode.**

(A) Members whose e-mail IDs are registered with the Company/ Depository Participant(s), will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:





- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Mahindra Holidays & Resorts India Limited
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify.
- (B) In case email ID of Members is not registered with the Company/Depository Participants, then such Members are requested to register/update their email addresses with the Depository Participant(s) (in case of shares held in Dematerialised form) and inform KFin at the email id: [evoting@kfintech.com](mailto:evoting@kfintech.com) (in case of Shares held in physical form):
- (i) Upon registration, Member will receive an e-mail from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password.
  - (ii) Please follow all steps mentioned above to cast your vote by electronic means.
    1. Any Member who has forgotten the user id and password, may obtain / generate / retrieve the same from KFin in the manner as mentioned below:

If the mobile number of the Member is registered against Folio No. / DP ID / Client ID, then Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to the mobile no. 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890



2. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
14. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s) to vote through remote e-voting. The said Resolution / Authorisation shall be sent by email through its registered email address to the scrutinizer at email id: [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com).
15. In case of any queries or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> or contact at Ms. Sheetal Doba, KFin (Unit: Mahindra Holidays & Resorts India Limited), Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin on 1800 309 4001 (toll free).

By Order of the Board  
For Mahindra Holidays & Resorts India Limited

**Dhanraj Mulki**  
General Counsel & Company Secretary  
FCS - 4631

**Registered Office:**

Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18,  
Patullos Road, Chennai – 600 002.  
T: 044 3504 1000 F: 044 3504 7778  
CIN: L55101TN1996PLC036595  
e-mail: [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com)

Place: Mumbai

Date: November 30, 2022



## **ANNEXURE TO POSTAL BALLOT NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 1**

The Registered Office of the Company is situated at Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18, Patullos Road, Chennai, Tamil Nadu – 600 002.

Pursuant to the provisions of Section 12(5) of the Companies Act, 2013 (“the Act”), the shifting of Registered Office outside the local limits of any city or town requires approval of Members by way of a special resolution.

The Members may further note that the administration and allied operations of the Company are carried out at the Corporate Office of the Company situated in Mumbai. Further, the Key Managerial Persons and Senior Management Personnels responsible for the critical functions and the management of the Company are also based in Mumbai. In view of this, the management is proposing to shift the Registered Office from the State of Tamil Nadu to the State of Maharashtra for the following reasons:

- To exercise better administrative and economic control over the Company;
- To improve the vacation ownership business process including execution of all membership contracts;
- To increase operational and management efficiency;
- To integrate business functions and optimization of administrative expenses.

The proposed shifting of Registered Office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or other stakeholders.

Further, pursuant to the provisions of Section 13 and other applicable provisions of the Act, the shifting of Registered Office from one State to another and consequent alteration of the Memorandum of Association of the Company requires the approval of the Members by way of special resolution and approval of the Central Government (powers delegated to Regional Director) and/ or any other authority(ies) as may be prescribed from time to time. The draft Memorandum of Association with the proposed amendments is available for inspection. Members desiring to inspect the same or desiring the copies thereof are requested to send an email at [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com).

Your Directors recommend the resolution set out at Item No. 1 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

#### **Item No. 2**

The Board of Directors of the Company at its meeting held on November 2, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), has appointed Mr. Rajat Kumar Jain (DIN: 00046053), as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from November 3, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company. Mr. Rajat Kumar Jain is eligible to be appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from November 3, 2022 to November 2, 2027.

The Board of Directors have adopted a skill matrix consisting of core skills/expertise/competencies required to be collectively possessed by the Board of Directors of the Company in the context of the business of the Company. The core skills/expertise/competencies as identified by the Board includes industry knowledge / experience, governance skills and technical skills / expertise and behavioural competences.



Mr. Rajat Kumar Jain has an experience of more than 30 years in leadership role in Corporate India and has worked across Consumer, Telecom, Media & Technology sectors and has acquired expertise in distribution, sales and commercial; understanding consumers and enterprises across various spaces, building and working with teams and growing businesses that revolve around services & brands.

The NRC has evaluated candidature of Mr. Rajat Kumar Jain and considered educational qualifications, skills, capabilities, expertise in specific functional areas, rich professional experience, and knowledge of Mr. Rajat Kumar Jain for the role of Independent Director of the Company. The NRC and the Board are of the view that Mr. Rajat Kumar Jain fulfils the criteria of skills/expertise/competencies required on the Board and his appointment would be beneficial to the Company.

Mr. Rajat Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Rajat Kumar Jain stating that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rajat Kumar Jain for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Rajat Kumar Jain fulfils the conditions for appointment as an Independent Director as specified in the Act and Rules made thereunder and SEBI Listing Regulations. Mr. Rajat Kumar Jain is independent of the management and possesses appropriate skills, capabilities, expertise, experience and knowledge that would be in the interest of the Company.

Copy of the draft letter of appointment of Mr. Rajat Kumar Jain setting out the terms and conditions of appointment are available for inspection by the Members through electronic mode, basis the request being sent on [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com).

Information to be provided under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, pertaining to the appointment of Mr. Rajat Kumar Jain as an Independent Director is given below:

Name	Mr. Rajat Kumar Jain
Director Identification Number	00046053
Brief resume	<p>Mr. Rajat Jain is an IIT Delhi and IIM Ahmedabad Alum. He is a Founder Director of PadUp Ventures, a Knowledge and Mentoring Platform, focusing on providing deep mentoring and incubation services to early-stage tech startups as well as a knowledge partner to other Incubators in India. The primary mission is to impact hundreds of early-stage startups through proprietary PadUp mentoring programs, leading to improved rates of success and helping them grow successfully to the next level and to institutional funding. Over 200 start-ups have been impacted by PadUp Ventures over the last 5 years and it has built up a portfolio of over 50 such companies.</p> <p>After a 30 year career in Corporate India in leadership roles, Rajat is now a Non-Executive Independent Director on several Boards and Advisory Boards including Fino Payments Bank, Droom Technology, Intelligent Resource Group, part of the 1Bn GBP UK group RSG and Zydex Industries (Advisory Board) a specialty chemicals conglomerate. Recently he retired from the Board of TIMDAA a Bennett Colman GMR JV for Delhi Airport, Neva Garments, a leading branded thermal wear player and Securenow Tech Services, a PE funded InsureTech startup. He is</p>



	<p>also a Trustee on the Braj Foundation, an NGO focussed on environment and water conservation and an Advisor to the E&amp;H Foundation, working for the education and health of underprivileged kids in UP and FIIB, a leading MBA school in NCR.</p> <p>Apart from this, his key work areas include mentoring entrepreneurs and executives alike as an angel investor &amp; a startup mentor. His key prior corporate experience includes Managing Director - Xerox India Ltd., a Technology MNC, Managing Director - The Walt Disney Company of India, Business Head - Sony Entertainment Television (SET MAX), held Leadership role at Essel Group, Telstra, Benckiser and Sales/product management roles at Hindustan Unilever. He has acquired expertise in distribution, sales and commercial; understanding consumers and enterprises across various spaces, building and working with teams and growing businesses that revolve around services &amp; brands. He has also built multifunctional expertise, strong market and industry knowledge and an enviable industry network.</p>		
Age	59 years		
Date of Appointment	November 3, 2022		
Qualifications	IIT Delhi and IIM Ahmedabad		
Nature of expertise in specific functional areas and experience	Mr. Rajat Kumar Jain has experience of more than 30 years of working across Consumer, Telecom, Media & Technology sectors and has acquired expertise in distribution, sales and commercial; understanding consumers and enterprises across various spaces, building and working with teams and growing businesses that revolve around services & brands.		
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Rajat Kumar Jain will be entitled to sitting fees for attending meetings of the Board and Committee(s) thereof and reimbursement of out-of pocket expenses incurred by him in connection thereto. In addition, he would be entitled to commission out of profits, if any, of the Company as determined by the Board of Directors of the Company and within the limits already approved by the Members of the Company and as permitted by law.		
Number of Board Meetings attended during the year	Not Applicable		
Directorships held in other companies	<ol style="list-style-type: none"> <li>1) Fino Payments Bank Limited</li> <li>2) Droom Technology Limited</li> <li>3) Padup Ventures Private Limited</li> <li>4) Kaleidoscope Events Private Limited</li> <li>5) Intelligent Resource Services Private Limited</li> </ol>		
Name of listed entities from which the person has resigned in the past three years	Nil		
Membership of Committees of other Public Companies	Name of the Company	Name of the Committee	Position held
	Fino Payments Bank Limited	IT Strategy Committee	Chairman
		Stakeholders Relationship Committee	Member
		Risk & ALM Committee	Member
		Nomination and Remuneration Committee	Member
		Customer Service Committee	Member
	Droom Technology Limited	Nomination and Remuneration Committee	Chairman
Risk Committee		Member	



Relationship between Directors of the Company inter-se	Mr. Rajat Kumar Jain is not related to any other Director of the Company.
Number of shares held in the Company including shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned above in the explanatory statement
Justification for choosing the appointee for appointment as Independent Director	As mentioned above in the explanatory statement

Your Directors recommend the resolution set out at Item No. 2 of the Notice for approval of the Members by way of a Special Resolution.

Save and except Mr. Rajat Kumar Jain and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

By Order of the Board  
For Mahindra Holidays & Resorts India Limited

**Dhanraj Mulki**  
General Counsel & Company Secretary  
FCS - 4631

**Registered Office:**

Mahindra Towers, 2<sup>nd</sup> Floor, No. 17/18,  
Patullos Road, Chennai – 600 002.  
T: 044 3504 1000 F: 044 3504 7778  
CIN: L55101TN1996PLC036595  
e-mail: [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com)

Place: Mumbai

Date: November 30, 2022