



January 2, 2023

MHRIL/SE/22-23/88

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: Compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — Details of Voting Results of the Postal Ballot and Report of the Scrutinizer

In continuation of our letter no MHRIL/SE/22-23/81 dated December 1, 2022, we wish to inform you that the Members of the Company have duly approved the following resolutions through Postal Ballot with requisite majority:

Resolution No.	Details of the Resolution	Ordinary / Special Resolution
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

Accordingly, please find enclosed the following:

1. Voting Results of Postal Ballot through Remote E-voting pursuant to Regulation 44(3) of the SEBI Listing Regulations, enclosed as Annexure A; and
2. Report of the Scrutinizer dated January 2, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014, enclosed as Annexure B.

The voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.clubmahindra.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/public/Downloads.aspx>.

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 Patullos Road, Chennai - 600 002 t +91 44 3504 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Kindly take the same on record.

Thanking you,

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

Dhanraj Mulki
General Counsel & Company Secretary

Encl: As above

Cc: KFin Technologies Limited
(formerly known as KFin Technologies Private Limited)
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500032

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Annexure A

Details of voting results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Company	Mahindra Holidays & Resorts India Limited
Date of declaration of result of Postal ballot	January 2, 2023
Total number of shareholders as on cut - off date for ascertaining voting rights of Members i.e. November 25, 2022	77,662
No. of shareholders present in the meeting either in person or through proxy: ➤ Promoters and Promoter Group: ➤ Public:	Not Applicable

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Item No. 1

Resolution required: (Ordinary / Special)	To consider and approve shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra. - Special Resolution
Whether Promoter / Promoter Group are interested in the Agenda/ Resolution	N.A.

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of Votes - against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	134835922	134835922	100.0000	134835922	0	100.0000	0.0000
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		134835922	134835922	100.0000	134835922	0	100.0000
Public - Institutions	Remote E-voting	26106794	22901693	87.7231	22901693	0	100.0000	0.0000
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		26106794	22901693	87.7231	22901693	0	100.0000
Public - Non Institutions	Remote E-voting	40103560	2700591	6.7340	2700236	355	99.9869	0.0131
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		40103560	2700591	6.7340	2700236	355	99.9869
Total		201046276	160438206	79.8016	160437851	355	99.9998	0.0002

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Item No. 2

Resolution required: (Ordinary / Special)	Appointment of Mr. Rajat Kumar Jain as an Independent Director of the Company - Special Resolution
Whether Promoter / Promoter Group are interested in the Agenda/ Resolution	N.A.

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of Votes - against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	134835922	134835922	100.0000	134835922	0	100.0000	0.0000
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		134835922	134835922	100.0000	134835922	0	100.0000
Public - Institutions	Remote E-voting	26106794	22901693	87.7231	22901693	0	100.0000	0.0000
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		26106794	22901693	87.7231	22901693	0	100.0000
Public - Non Institutions	Remote E-voting	40103560	2700221	6.7331	2699997	224	99.9917	0.0083
	E-voting at the AGM		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		40103560	2700221	6.7331	2699997	224	99.9917
Total		201046276	160437836	79.8014	160437612	224	99.9999	0.0001

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M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SCRUTINIZER'S REPORT (POSTAL BALLOT THROUGH REMOTE E-VOTING)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman
MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED
CIN: L55101TN1996PLC036595
Registered Office:
No. 17 & 18, 2nd Floor,
Mahindra Towers, Patullos Road,
Chennai – 600 002.

Dear Sir,

Subject: Scrutinizer's Report

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot through remote e-Voting ("Voting through Electronic means or e-Voting") under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, on the following resolutions as set out in the Postal Ballot Notice;

- a. **Special Resolution** for approval of shifting of Registered Office of the Company from the "State of Tamil Nadu" to the "State of Maharashtra".
 - b. **Special Resolution** for appointment of Mr. Rajat Kumar Jain (DIN: 00046053) as an Independent Director of the Company for a term of 5 (five) consecutive years.
1. The Company has on Thursday, December 1, 2022, sent the Postal Ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide Circular No. 03/2022 dated May 05, 2022 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday,

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November 25, 2022. The said Postal Ballot Notice contained the procedure for e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. In accordance with the Postal Ballot Notice dated Wednesday, November 30, 2022 dispatched to Members by electronic mode on Thursday, December 1, 2022 and the 'Advertisement' pursuant to the Rules published on Friday, December 2, 2022 the e-Voting commenced at 09:00 am (IST) on Friday, December 2, 2022 and ended at 05:00 pm (IST) on Saturday, December 31, 2022. The e-Voting facility was provided by M/s KFin Technologies Limited ("KFintech").
3. The Members holding shares as on Friday, November 25, 2022, i.e. cut-off date, were entitled to vote on the resolutions stated in the postal ballot Notice.
4. The votes were unblocked at 05:01 pm on Saturday, December 31, 2022 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the Company and the e-Voting data/results were downloaded from the e-Voting website of KFintech (<https://evoting.kfintech.com>).
5. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
6. Based on the data downloaded from KFintech e-Voting system, the total votes cast in favor or against the resolutions proposed in the post ballot Notice are as under:



Resolution 1:

Shifting of Registered Office of the Company from the "State of Tamil Nadu" to the "State of Maharashtra".

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes In Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
e-Voting	245	228	160437851	99.9998	17	355	0.0002	100

Details of Abstained Votes:

Total number of members whose votes were abstained	Total number of votes abstained
3	61



Resolution 2:

Appointment of Mr. Rajat Kumar Jain (DIN: 00046053) as an Independent Director of the Company for a term of 5 (five) consecutive years.

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
e-Voting	244*	234	160437612	99.9999	10	224	0.0001	100

**One shareholder had casted his vote "in favor" and "against" for this resolution.*

Details of Abstained Votes:

Total number of members whose votes were abstained	Total number of votes abstained
5	424



Note: There were no invalid votes for the above said resolutions.

7. Based on the aforesaid results, I report that the Resolutions as set out in the Postal Ballot Notice dated Wednesday, November 30, 2022 has been passed.
8. The electronic data and all other relevant records relating to e-Voting are under my safe custody and will be handed over to the General Counsel and Company Secretary for preservation safely after the Chairman considers, approves and signs the minutes of Postal Ballot conducted through remote e-Voting.

For **M Damodaran & Associates LLP**

M. Damodaran
Managing Partner
Membership No.: 5837
COP No.: 5081
ICSI UDIN: F005837D002852417
PR 1374/2021



Counter signed by

For **Mahindra Holidays & Resorts India Limited**

Dhanraj Mulki
General Counsel & Company Secretary

Place: Mumbai
Date: 02.01.2023

Place: Chennai
Date: 02.01.2023