

December 19, 2024

MHRIL/SE/24-25/87

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

Further to our letter dated November 18, 2024, we wish to inform you that the Company had sought approval of the Members by way of Postal Ballot through electronic means (remote e-voting) for the Re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years w.e.f. February 01, 2025 to January 31, 2030 (both days inclusive), by way of a Special Resolution.

As per the provisions of the Companies Act, 2013 and SEBI Listing Regulations read with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI, the Company had provided the facility of remote e-voting to the Members to enable them to cast their vote electronically on the above mentioned Resolution proposed in the Postal Ballot Notice. The remote e-voting commenced on November 19, 2024 (Tuesday) at 9.00 a.m. (IST) and ended on December 18, 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 of the Postal Ballot. Mr. Mukesh Siroya has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Wednesday, December 18, 2024 and has submitted his report on December 18, 2024.

Based on the report of the Scrutinizer, the above mentioned Resolution as set out in the Postal Ballot Notice has been duly approved by the Shareholders with requisite majority on December 18, 2024.

In this regard, please find enclosed the following:

- Voting Results as required under Regulation 44(3) of the SEBI Listing Regulations - **Annexure A**.
- The Scrutinizer's Report dated December 18, 2024, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.



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

The details as required under Regulation 30 read with Para A (7) of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (now as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024), for re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company had been already provided by the Company in its letter dated October 25, 2024.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Mahindra Holidays & Resorts India Limited

Dhanraj Mulki
General Counsel & Company Secretary

Encl.: As above

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

Annexure A

Details of Voting Results of Postal Ballot through remote e-voting pursuant to Regulation 44(3) of the SEBI Listing Regulations:

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on December 18, 2024)
Total no. of Shareholders on cut off date (November 15, 2024)	85,831
No. of shareholders present in the meeting either in person or through proxy: ➤ Promoter and Promoter Group ➤ Public	Not Applicable (Resolution passed through Postal Ballot)
No. of shareholders who attended the meeting through VC/ OAVM: ➤ Promoter and Promoter Group ➤ Public	Not Applicable (Resolution passed through Postal Ballot)

Mahindra Holidays & Resorts India Limited

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		134835922	100.0000	134835922	0	100.0000	0.0000
	Poll	134835922	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	134835922	134835922	100.0000	134835922	0	100.0000	0.0000
Public- Institutions	E-Voting		27914036	88.7980	14066848	13847188	50.3935	49.6065
	Poll	31435437	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31435437	27914036	88.7980	14066848	13847188	50.3935	49.6065
Public- Non Institutions	E-Voting		1844143	5.1652	1838519	5624	99.6950	0.3050
	Poll	35702912	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35702912	1844143	5.1652	1838519	5624	99.6950	0.3050
Total		201974271	164594101	81.4926	150741289	13852812	91.5837	8.4163
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

Disclosure of notes on resolution - 6 members holding 2492 equity shares abstained from voting.

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066
Telefax:+91 22 28706523; Mobile: 93243 10151; E-mail:siroyam@gmail.com; www.msiroya.com

SCRUTINIZER'S REPORT**(Postal Ballot Including E-voting)**

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


Report to Mr. Dhanraj Mulki, Company Secretary of Mahindra Holidays & Resorts India Limited (CIN: L55101MH1996PLC405715), a company incorporated under the Companies Act, 1956 and having its Registered Office at Mahindra Towers, 1st Floor, A Wing, Dr. G.M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, Maharashtra, India, 400018 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to approve the business as mentioned in the Notice of Postal ballot dated November 18, 2024 ("Notice").

1. Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought for approval of business as mentioned in the Notice.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Board of Directors at their meeting held on October 25, 2024 to conduct the Postal Ballot exercise for passing of the Special Resolution as contained in the Notice dated November 18, 2024 ("Notice"). My responsibility as the Scrutinizer of the voting process is restricted only to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by KFin Technologies Limited ("KFintech"), the service provider.
3. On the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on November 15, 2024, the Company sent emails on November 18, 2024 to 83,470 Members who had registered their Email-Ids with the Company. In compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') read with relevant SEBI Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot. The communication of assent / dissent of the members was taken through the remote e-voting system only.

4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 5:00 p.m. on Wednesday, December 18, 2024, in respect of the Special Resolution as set out therein.
5. Members cast their votes on the remote e-Voting platform for the Resolution (which includes those who had registered their participation but abstained from E-voting), till 5:00 p.m. on Wednesday, December 18, 2024, being the last day for ~~receipt of duly completed Postal Ballot Forms and~~ remote e-Voting service facility arranged by KFintech, as per the said Notice.
6. In case of E-voting, Members' demographic details, their voting rights and voting pattern were provided by KFintech.
7. After the scrutiny of e-Voting results, I report that the **Special Resolution**, as contained in the said Notice, has been passed with Requisite Majority.

I have annexed with this Report, the details of the remote e-voting (**Annexure I**) and the analysis of the Result of the Resolution (**Annexure II**) as contained in the said Notice.

For M Siroya and Company
Company Secretaries

 Digitally signed by
Mukesh Kumar
Siroya
Date: 2024.12.18
19:24:06 +05'30'

Mukesh Siroya
Proprietor
Membership No.: F5682; CP No.: 4157
PR No.:1075/2021
UDIN: F005682F003424231
Date: December 18, 2024
Place: Mumbai

Annexure I

	Postal Ballot (Remote E-Voting)	
Resolution No. 1		
1	Number of members who participated in e-voting	351
2	Number of Remote E-Votes not considered/Abstained/invalid	2492
3	Number of Valid Votes	164594101

Annexure II

Analysis of Results of the Special Resolution as set out in the Notice

Item No. 1: Special Resolution

1. Re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company

Particulars	Number of members who have voted through Remote e-votes	Number of corresponding Remote e-votes	Percentage (%)
Assent	308	150741289	91.58
Dissent	37	13852812	8.42
Total	345	164594101	100

Details of Invalid/Abstained Votes:

Mode of Voting	Invalid votes		Abstained Votes	
	No. of Members who have voted through e-voting	No. of Votes	No. of Members who have abstained on voting through e-voting	No. of Votes
Remote E-Voting	Nil	Nil	6	2492

Accordingly, out of the total valid votes polled through E-Votes, **150741289** votes were cast **ASSENTING** to the Special Resolution constituting **91.58%** (Approx.) of the valid votes polled and **13852812** votes were cast **DISSENTING** to the Special Resolution constituting **8.42%** (Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 1 of the Notice is passed with **Requisite Majority**.

The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary/Authorized Person for preserving safely after the results of the postal ballot are declared.

**For M Siroya and Company
Company Secretaries**

**Mukesh
Kumar
Siroya** Digitally signed
by Mukesh
Kumar Siroya
Date: 2024.12.18
19:24:46 +05'30'

**Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No. 4157
PR No.: 1075/2021
UDIN: F005682F003424231**

**Place: Mumbai
Date: December 18, 2024**

**Countersigned
For Mahindra Holidays & Resorts India Limited**

Digitally signed by DHANRAJ MUKHOPADHYAY
DN: cn=Dhanraj Mukhopadhyay, o=Mahindra Holidays & Resorts India Limited, ou=Mahindra Holidays & Resorts India Limited, email=Dhanraj.Mukhopadhyay@mahindraholidays.com, c=IN, serialNumber=1455199623ba72ee51e5946328e114b6888e99959af672a282a0b04
personalEmail=4380024563a463d6c4e9a24ab19d...
2.3.2.1.2=1455199623ba72ee51e5946328e114b6888e99959af672a282a0b04
39750884137f1b2121960a55a...
email=DHANRAJ.MUKHOPADHYAY@MAHINDRAHOLIDAYS.COM, cn=DHANRAJ MUKHOPADHYAY
Date: 2024.12.18 22:20:45 +05'30'

**Dhanraj Mulki
Company Secretary
Membership No. F4631**

**Place: Mumbai
Date: December 18, 2024**