



July 26, 2023

MHRIL/SE/23-24/37

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") — Details of Voting Results of the 27<sup>th</sup> Annual General Meeting**

We wish to inform you that the 27<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Tuesday, July 25, 2023 at 3.00 PM (IST) at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 as per the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI.

As per the provisions of the Act and SEBI Listing Regulations read with the relevant Circulars issued by MCA and SEBI, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to enable them to cast their vote electronically on the Resolutions mentioned in the Notice of the 27<sup>th</sup> AGM. The remote e-voting was open from July 20, 2023 (Thursday) at 09.00 A.M. (IST) and ended on July 24, 2023 (Monday) at 05.00 P.M. (IST).

The Board of Directors had appointed Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Monday, July 24, 2023 and e-voting at the AGM provided till the conclusion of the AGM and has submitted his report on July 25, 2023.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 27<sup>th</sup> AGM have been duly approved by the Shareholders with a requisite majority.

In this regard, please find enclosed the following:

- ❖ Disclosure pertaining to the voting results of remote e-voting and e-voting at the AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations as Annexure A.
- ❖ Consolidated Report of the Scrutinizer dated July 25, 2023, pursuant to Section 108 of the Act and Rules made thereunder.

**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.

T: +91 22 6918 4722 / E: investors@mahindaholidays.com / W: www.clubmahindra.com / CIN: L55101MH1996PLC405715



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

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 results of remote e-voting and e-voting at the 27<sup>th</sup> Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Date of AGM	July 25, 2023
Total no. of Shareholders on cut off date (July 18, 2023)	79,327
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	3
Public	60
No. of shareholders who attended the meeting through VC/ OAVM:	Not Applicable
Promoter and Promoter Group	
Public	

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		(1)	(2)					
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
	<b>Total</b>	134835922	134835922	100.0000	134835922	0	100.0000	0.0000
Public-Institutions	E-Voting		23270739	87.8263	23270739	0	100.0000	0.0000
	Poll	26496315	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	26496315	23270739	87.8263	23270739	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3388750	8.4561	3388729	21	99.9994	0.0006
	Poll	40074856	1301	0.0032	1301	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	40074856	3390051	8.4593	3390030	21	99.9994	0.0006
<b>Total</b>		201407093	161496712	80.1842	161496691	21	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	6

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and Report of the Auditors thereon.]				
Category	Mode of voting	No. of shares held	No. of 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	134835922	100.0000	134835922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>134835922</b>	<b>134835922</b>	<b>100.0000</b>	<b>134835922</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	26496315	23270739	87.8263	23270739	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>26496315</b>	<b>23270739</b>	<b>87.8263</b>	<b>23270739</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	40074856	3388750	8.4561	3388734	16	99.9995	0.0005
	Poll		1301	0.0032	1301	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>40074856</b>	<b>3390051</b>	<b>8.4593</b>	<b>3390035</b>	<b>16</b>	<b>99.9995</b>
<b>Total</b>		<b>201407093</b>	<b>161496712</b>	<b>80.1842</b>	<b>161496696</b>	<b>16</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	6

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To note that Mr. Arun Nanda (DIN: 00010029), Non-Executive and Non-Independent Director, who is due to retire by rotation at this Annual General Meeting, has expressed his desire not to be re-appointed.]				
Category	Mode of voting	No. of shares held	No. of 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	134835922	100.0000	134835922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>134835922</b>	<b>134835922</b>	<b>100.0000</b>	<b>134835922</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	26496315	23333331	88.0626	23330652	2679	99.9885	0.0115
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>26496315</b>	<b>23333331</b>	<b>88.0626</b>	<b>23330652</b>	<b>2679</b>	<b>99.9885</b>
Public- Non Institutions	E-Voting	40074856	1870205	4.6668	1869443	762	99.9593	0.0407
	Poll		1301	0.0032	1301	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>40074856</b>	<b>1871506</b>	<b>4.6700</b>	<b>1870744</b>	<b>762</b>	<b>99.9593</b>
<b>Total</b>		<b>201407093</b>	<b>160040759</b>	<b>79.4613</b>	<b>160037318</b>	<b>3441</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	6

### Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. C.P. Gurnani as a Non-Executive Non- Independent Director.				
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	134835922	100.0000	134835922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>134835922</b>	<b>134835922</b>	<b>100.0000</b>	<b>134835922</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	26496315	23361101	88.1674	21962034	1399067	94.0111	5.9889
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>26496315</b>	<b>23361101</b>	<b>88.1674</b>	<b>21962034</b>	<b>1399067</b>	<b>94.0111</b>
Public- Non Institutions	E-Voting	40074856	3388740	8.4560	3387958	782	99.9769	0.0231
	Poll		1301	0.0032	1301	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>40074856</b>	<b>3390041</b>	<b>8.4593</b>	<b>3389259</b>	<b>782</b>	<b>99.9769</b>
<b>Total</b>		<b>201407093</b>	<b>161587064</b>	<b>80.2291</b>	<b>160187215</b>	<b>1399849</b>	<b>99.1337</b>	<b>0.8663</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	6



## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### CONSOLIDATED SCRUTINIZER'S REPORT (REMOTE E-VOTING & INSTA POLL)

Form No. MGT 13

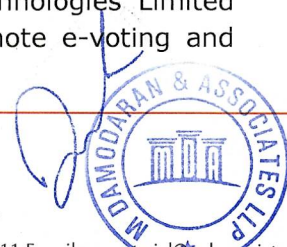
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 27<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** (CIN: L55101MH1996PLC405715) held on Tuesday, July 25, 2023 at 3.00 PM (IST) at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

Dear Sir,

1. 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:
  - (i) Scrutinizing the e-voting process ("remote e- voting") under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules") and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); and
  - (ii) Poll through electronic voting system ("Insta Poll") under the provisions of the Act read with Rules made thereunder, in respect of the below mentioned resolutions proposed at the 27<sup>th</sup> AGM of the Equity Shareholders of the Company held on Tuesday, July 25, 2023 at 3.00 PM (IST) at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 and submit my report as under:
2. The management of the Company is responsible to ensure the compliance with the requirement of the Act and the Rules relating to voting through electronic means [i.e. by remote e-voting and, voting by Poll by using an electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the Notice of 27<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the process of voting through remote e-voting and Insta Poll at the AGM is restricted to make a consolidated scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated in Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited ("KFintech"), engaged by the Company to provide the facilities of remote e-voting and Insta Poll at the AGM.





3. The remote e-voting commenced on July 20, 2023 (Thursday) at 09.00 A.M (IST) and ended on July 24, 2023 (Monday) at 05.00 P.M. (IST).
4. The Equity Shareholders present at the AGM voted through Insta Poll facility provided by KFintech at the AGM.
5. The Equity Shareholders holding shares as on July 18, 2023 (Tuesday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> AGM of the Company.
6. As per information given by the Company, members were allowed to cast their votes either through remote e-voting or through Insta Poll at the AGM. Members having voted through remote e-voting were not required to vote again using Insta Poll. Where members have voted by remote e-voting as well as Insta Poll, then the votes cast by remote e-voting has been considered while the votes cast by Insta Poll has been treated as invalid.
7. On completion of voting through Insta Poll at the AGM, the votes cast through remote e-voting and Insta Poll at the AGM were unblocked and downloaded on July 25, 2023 at 6.26 P.M. (IST) in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFintech were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from KFintech e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under:

M.  



**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND INSTA POLL AT THE 27<sup>TH</sup> AGM OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED**

**Item No: 1**

Adoption of Audited Standalone Financial Statements, Reports of the Board of Directors and Auditors for the Financial Year 2022-23.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting cast (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Members voted	Number of Valid Vote Cast by them	%	Number of Members voted	Number of Valid Vote Cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	*270	265	161495390	100	5	21	0	100
Insta Poll	18	18	1301	100	0	0	0	100
<b>Total</b>	<b>288</b>	<b>283</b>	<b>161496691</b>	<b>100</b>	<b>5</b>	<b>21</b>	<b>0</b>	<b>100</b>

*\*One shareholder had cast his vote "in favor" and "against" for this resolution through remote e-Voting.*

Mode of Voting	Number of members whose votes were abstained	Total number of votes abstained
Remote E-Voting	5	90746
Insta Poll	0	0
<b>Total</b>	<b>5</b>	<b>90746</b>

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote E-Voting	0	0
Insta Poll	1	6
<b>Total</b>	<b>1</b>	<b>6</b>





**Item No: 2**

Adoption of Audited Consolidated Financial Statements and Auditors Report for the Financial Year 2022-23.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting cast (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Members voted	Number of Valid Vote Cast by them	%	Number of Members voted	Number of Valid Vote Cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	269	265	161495395	100	4	16	0	100
Insta Poll	18	18	1301	100	0	0	0	100
<b>Total</b>	<b>287</b>	<b>283</b>	<b>161496696</b>	<b>100</b>	<b>4</b>	<b>16</b>	<b>0</b>	<b>100</b>

Mode of Voting	Number of members whose votes were abstained	Total number of votes abstained
Remote E-Voting	5	90746
Insta Poll	0	0
<b>Total</b>	<b>5</b>	<b>90746</b>

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote E-Voting	0	0
Insta Poll	1	6
<b>Total</b>	<b>1</b>	<b>6</b>

M.   




**Item No: 3**

Noting of Mr. Arun Nanda (DIN: 00010029), Non-Executive and Non-Independent Director, who has expressed his desire not to be re-appointed, to retire by rotation at this AGM.

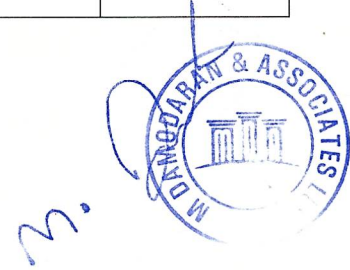
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting cast (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Members voted	Number of Valid Vote Cast by them	%	Number of Members voted	Number of Valid Vote Cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	*267	262	160036017	100	5	3441	0	100
Insta Poll	18	18	1301	100	0	0	0	100
<b>Total</b>	<b>285</b>	<b>280</b>	<b>160037318</b>	<b>100</b>	<b>5</b>	<b>3441</b>	<b>0</b>	<b>100</b>

\*One shareholder had cast its vote "in favor" and "against" for this resolution through remote e-Voting.

Mode of Voting	Number of members whose votes were abstained	Total number of votes abstained
Remote E-Voting	8	1546699
Insta Poll	0	0
<b>Total</b>	<b>8</b>	<b>1546699</b>

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote E-Voting	0	0
Insta Poll	1	6
<b>Total</b>	<b>1</b>	<b>6</b>





**Item No: 4**

Appointment of Mr. C.P. Gurnani as a Non-Executive Non-Independent Director of the Company.

Passed as an Ordinary Resolution as follows:

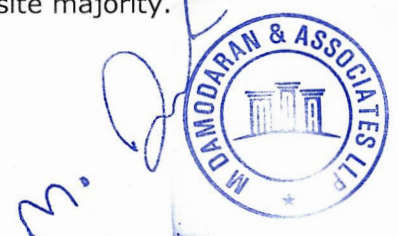
Mode of Voting	Total Valid Polls Received & valid e-voting cast (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Members voted	Number of Valid Vote Cast by them	%	Number of Members voted	Number of Valid Vote Cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	*273	236	160185914	99.13	37	1399849	0.87	100
Insta Poll	18	18	1301	100	0	0	0	100
<b>Total</b>	<b>291</b>	<b>254</b>	<b>160187215</b>	<b>99.13</b>	<b>37</b>	<b>1399849</b>	<b>0.87</b>	<b>100</b>

*\*Four shareholders had cast their votes "in favor" and "against" for this resolution through remote e-Voting.*

Mode of Voting	Number of members whose votes were abstained	Total number of votes abstained
Remote E-Voting	5	394
Insta Poll	0	0
<b>Total</b>	<b>5</b>	<b>394</b>

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote E-Voting	0	0
Insta Poll	1	6
<b>Total</b>	<b>1</b>	<b>6</b>

Based on the aforesaid results, I report that the Resolutions as set out in the 27<sup>th</sup> AGM Notice dated Saturday, July 1, 2023 has been passed with a requisite majority.





9. The electronic data and all other relevant records relating to e-voting and Insta Poll are under my safe custody and will be handed over to the General Counsel & Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

For **M Damodaran & Associates LLP**



M. Damodaran  
Managing Partner  
Membership No.: 5837  
COP No.: 5081  
ICSI UDIN: F005837E000676595  
PR 3847/2023

Counter signed by  
For **Mahindra Holidays & Resorts India Limited**

Dhanraj Mulki  
General Counsel & Company Secretary



Place: Mumbai  
Date: July 25, 2023

Place: Mumbai  
Date: July 25, 2023