ClubMahindra

July 30, 2022

MHRIL/SE/22-23/46

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 26th Annual General Meeting

We wish to inform you that the 26th Annual General Meeting ("AGM") of the Company was held on Saturday, July 30, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 Securities and SEBI. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 which was the deemed venue of the AGM.

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 26th AGM. The remote e-voting was open from Tuesday, July 26, 2022 (9.00 a.m. IST) to Friday, July 29, 2022 (5.00 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 Friday, July 29, 2022 and e-voting at the AGM provided till the conclusion of the AGM and has submitted his report on July 30, 2022.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 26th AGM have been duly approved by the Shareholders with 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.

Mahindra Holidays & Resorts India Limited

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- Consolidated Report of the Scrutinizer dated July 30, 2022, pursuant to Section 108 of the Act and Rules made thereunder.

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.

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 AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM	July 30, 2022
Total no. of Shareholders on cut off date (July 23, 2022)	70,028
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not applicable
No. of shareholders who attended the meeting through VC/ OAVM: Promoter and Promoter Group Public	 3 43

Mahindra Holidays & Resorts India Limited

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

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Item No. 1

Resolution required: (Ordinary / Special)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon - **Ordinary 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	100.00	134835922	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**134835922**	**134835922**	**100.00**	**134835922**	**0**	**100.00**	**0.00**
Public - Institutions	Remote E-voting	29287004	24935934	85.1433	24935934	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**29287004**	**24935934**	**85.1433**	**24935934**	**0**	**100.00**	**0.00**
Public - Non Institutions	Remote E-voting	36815250	2707186	7.3534	2707162	24	99.9991	0.0009
	E-voting at the AGM		165	0.0004	165	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**36815250**	**2707351**	**7.3539**	**2707327**	**24**	**99.9991**	**0.0009**
Total		**200938176**	**162479207**	**80.8603**	**162479183**	**24**	**100.0000**	**0.0000**

Mahindra Holidays & Resorts India Limited

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Item No. 2

Resolution required: (Ordinary / Special)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon - **Ordinary 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	100.00	134835922	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**134835922**	**134835922**	**100.00**	**134835922**	**0**	**100.00**	**0.00**
Public - Institutions	Remote E-voting	29287004	24935934	85.1433	24935934	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**29287004**	**24935934**	**85.1433**	**24935934**	**0**	**100.00**	**0.00**
Public - Non Institutions	Remote E-voting	36815250	2707180	7.3534	2707155	25	99.9991	0.0009
	E-voting at the AGM		165	0.0004	165	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**36815250**	**2707345**	**7.3539**	**2707320**	**25**	**99.9991**	**0.0009**
Total		**200938176**	**162479201**	**80.8603**	**162479176**	**25**	**100.00**	**0.00**

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Item No. 3

Resolution required: (Ordinary / Special)	Re-appointment of Dr. Anish Shah (DIN: 02719429), who retires by rotation and being eligible, offers himself for re-appointment - **Ordinary 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	100.00	134835922	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**134835922**	**134835922**	**100.00**	**134835922**	**0**	**100.00**	**0.00**
Public - Institutions	Remote E-voting	29287004	24935934	85.1433	23538933	1397001	94.3976	5.6024
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**29287004**	**24935934**	**85.1433**	**23538933**	**1397001**	**94.3976**	**5.6024**
Public - Non Institutions	Remote E-voting	36815250	2707154	7.3533	2704348	2806	99.8963	0.1037
	E-voting at the AGM		165	0.0004	165	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**36815250**	**2707319**	**7.3538**	**2704513**	**2806**	**99.8964**	**0.1036**
Total		**200938176**	**162479175**	**80.8603**	**161079368**	**1399807**	**99.1385**	**0.8615**

Mahindra Holidays & Resorts India Limited

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Item No. 4

Resolution required: (Ordinary / Special)	Re-appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) for a second term of 5 (five) consecutive years – **Ordinary 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	100.00	134835922	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**134835922**	**134835922**	**100.00**	**134835922**	**0**	**100.00**	**0.00**
Public - Institutions	Remote E-voting	29287004	24935934	85.1433	24923864	12070	99.9516	0.0484
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**29287004**	**24935934**	**85.1433**	**24923864**	**12070**	**99.9516**	**0.0484**
Public - Non Institutions	Remote E-voting	36815250	2707001	7.3529	2706378	623	99.9770	0.0230
	E-voting at the AGM		165	0.0004	165	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	**36815250**	**2707166**	**7.3534**	**2706543**	**623**	**99.9770**	**0.0230**
Total		**200938176**	**162479022**	**80.8602**	**162466329**	**12693**	**99.9922**	**0.0078**

Mahindra Holidays & Resorts India Limited

M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

CONSOLIDATED SCRUTINIZER'S REPORT

(Remote e-voting & e-voting at the AGM)

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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

To,

The Chairman of the 26th Annual General Meeting ("AGM") of the Equity Shareholders of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** (CIN: L55101TN1996PLC036595) held on Saturday, July 30, 2022 at 3:00 P.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'). The venue of the AGM was deemed to be the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002.

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 scrutinizing the remote e-voting and e-voting by Equity Shareholders at the AGM pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolutions proposed at the 26th AGM of the Equity Shareholders of the Company held on Saturday, July 30, 2022 at 3:00 P.M (IST) through VC, submit my report as under:

2. The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and e-voting by Equity Shareholders at the AGM] for the resolutions contained in the Notice of 26th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means (i.e by remote e-voting and e-voting by Equity Shareholders at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the

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Branch Office : 530/B, Sri Sai Nilaya, 18th Main Road, Sector-3, HSR Layout, Bengaluru, Karnataka - 560 102. Ph : +91 80 4174 0768 E-mail : info.blr@mdassociates.co.in

resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited ("KFintech") (formerly known as KFin Technologies Private Limited), engaged by the Company to provide the facilities of voting through electronic means (i.e by remote e-voting and e-voting by Equity Shareholders at the AGM).

3. The remote e-voting commenced on July 26, 2022 (Tuesday) at 09.00 A.M (IST) and ended on July 29, 2022 (Friday) at 05.00 P.M. (IST).

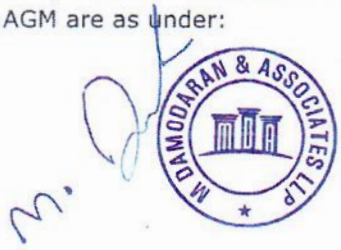
4. The Equity Shareholders present at the AGM through VC voted through e-voting facility provided by KFintech at the AGM.

5. The Equity Shareholders holding shares as on July 23, 2022 (Saturday), cut-off date, were entitled to vote on the resolutions stated in the Notice of the 26th AGM of the Company.

6. As per the information given by the Company, the names of the Equity Shareholders who had voted by remote e-voting through the facility provided by KFintech had been blocked and only those Equity Shareholders who had attended the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.

7. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting by Equity Shareholders at the AGM were unblocked and downloaded on July 30, 2022 at 6.30 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:



CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE 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 2021-22.

Passed as an Ordinary Resolution as follows:

Mode of e-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)
Remote e-voting	133	129	162479018	100	4	24	0	100
e-voting at the AGM	1	1	165	100	0	0	0	100
Total	134	130	162479183	**100**	4	24	0	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

Details of invalid Votes:

Mode of e-Voting	Total number of members cast invalid votes	Total invalid votes
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

M. DAMODARAN & ASSOCIATES LLP

Item No: 2

Adoption of Audited Consolidated Financial Statements and Auditors Report for the Financial Year 2021-22.

Passed as an Ordinary Resolution as follows:

Mod e of e-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)
Remote e-voting	132	128	162479010	100	4	24	0	100
e-voting at the AGM	1	1	165	100	0	0	0	100
Total	133	129	162479175	**100**	4	24	0	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

Details of invalid Votes:

Mode of e-Voting	Total number of members cast invalid votes	Total invalid votes
Remote e-Voting	1	2
e-Voting at the AGM	0	0
Total	1	2

M. DAMODARAN & ASSOCIATES LLP

Item No: 3

Re-appointment of Dr. Anish Shah (DIN: 02719429), as a Director liable to retire by rotation.

Passed as an Ordinary Resolution as follows:

Mode of e-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)
Remote e-voting	133	107	161079203	99.1385	26	1399807	0.8615	100
e-voting at the AGM	1	1	165	100	0	0	0	100
Total	134	108	161079368	**99.1385**	26	1399807	0.8615	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

Details of invalid Votes:

Mode of e-Voting	Total number of members cast invalid votes	Total invalid votes
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

M. DAMODARAN & ASSOCIATES LLP

Item No: 4

Re-appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as Statutory Auditors of the Company for a second term of 5 consecutive years.

Passed as an Ordinary Resolution as follows:

Mode of e-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)
Remote e-voting	132	124	162466164	99.9922	8	12693	0.0078	100
e-voting at the AGM	1	1	165	100	0	0	0	100
Total	133	125	162466329	**99.9922**	8	12693	0.0078	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	1	160
e-Voting at the AGM	0	0
Total	1	160

Details of invalid Votes:

Mode of e-Voting	Total number of members cast invalid votes	Total invalid votes
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

M. DAMODARAN & ASSOCIATES LLP

9. The electronic data and all other relevant records relating to remote e-voting and e-voting by Equity Shareholders at the AGM are under my safe custody and will be handed over to the General Counsel and 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: F005837D000714259
PR 1374/2021

Place: Chennai
Date: July 30, 2022

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

DHANRAJ NARSAPPA MULKI

Digitally signed by DHANRAJ NARSAPPA MULKI
DN: c=IN, o=Personal, title=1193, pseudonym=4827c2d2f260d0475c429c536075 82d2b310a5bb397911362 6bd03ddc04e390e, postalCode=400104, st=Maharashtra, serialNumber=1ac55b96ed3ba12ae51acf3f4b3 28ac1f4b0f888ba4995bbafd72a2952aca7dbd, cn=DHANRAJ NARSAPPA MULKI
Date: 2022.07.30 21:56:13 +05'30'

Dhanraj Mulki
General Counsel & Company Secretary

Place: Mumbai
Date: July 30, 2022