ClubMahindra

MHRIL/SE/14-15/306
Date: 26th December, 2014

National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.
**Scrip : MHRIL**

Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, PJ Towers,
Dalal Street,
Mumbai – 400 001
**Scrip Code : 533088**

Sub: Clause 35A of the Listing Agreement – details of voting Results of Postal Ballot (Including e-voting)

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, we enclose herewith the details of the Voting results pertaining to the Postal Ballot process conducted (including e-voting), in accordance with section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Scrutinizer's Report.

The shareholders have granted their approval, with requisite majority, to all the items of business contained in the Postal Ballot Notice dated 10th November, 2014.

The details of the combined voting results (i.e. results of e-voting together with that of the physical ballot received) are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

Kindly take note of the above.

Thanking you,

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

MAHINDRA HOLIDAYS & RESORTS INDIA LTD. Chennai 600 002

**Dinesh Shetty**
Head Legal &Company Secretary

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| | | |
|---|---|---|
| Date of General Meeting (Date of Declaration of results of Postal Ballot) | : | 26th December, 2014 |
| Total number of Shareholders on record date | : | 21,868 |
| Number of Shareholders present in the meeting either in person or through proxy.<br>- Promoters and Promoters Group<br>- Public | :<br>: | <br>Not Applicable<br>Not Applicable |
| Number of Shareholders attended the Meeting through Video Conferencing<br>- Promoters and Promoters Group<br>- Public | :<br>: | <br>Not Applicable<br>Not Applicable |

Agenda – wise

The Mode of Voting for all the resolutions was:

1. E- Voting conducted between 9:00 a.m. on 21st November, 2014 to 5:00 p.m. on 20th December, 2014
2. Postal Ballot Forms

Given below is the resolution wise combined results of e-voting and poll.

**Resolution 1:**
Special Resolution for Approval of Employees Stock Option Scheme 2014 & Issue of Securities.

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 931121 | 3318658 | 21.91 | 78.09 |
| Public – Others | 12076560 | 718480 | 5.95 | 718355 | 125 | 99.98 | 0.02 |
| Total | **88780856** | **71553901** | **80.60** | **68235118** | **3318783** | **95.36** | **4.64** |

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**Resolution 2:**
Special Resolution for Approval of extending benefits of Employees Stock Option Scheme – 2014 to the Employees of holding/subsidiary/associate company(ies)

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 931121 | 3318658 | 21.91 | 78.09 |
| Public – Others | 12076560 | 718480 | 5.95 | 718310 | 170 | 99.98 | 0.02 |
| Total | **88780856** | **71553901** | **80.60** | **68235073** | **3318828** | **95.36** | **4.64** |

**Resolution 3:**
Ordinary Resolution for Appointment of Ms. RadhikaShastry as an Independent Director

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 4249779 | 0 | 100.00 | 0.00 |
| Public – Others | 12076560 | 718465 | 5.95 | 718412 | 53 | 99.99 | 0.01 |
| Total | **88780856** | **71553886** | **80.60** | **71553833** | **53** | **100.00** | **0.00** |

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**Resolution 4:**
Ordinary Resolution for Appointment of Mr. Kavinder Singh as a Director

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 4249779 | 0 | 100.00 | 0.00 |
| Public – Others | 12076560 | 718465 | 5.95 | 718412 | 53 | 99.99 | 0.01 |
| Total | **88780856** | **71553886** | **80.60** | **71553833** | **53** | **100.00** | **0.00** |

**Resolution 5:**
Special Resolution for Appointment and Remuneration to Mr. Kavinder Singh as a Managing Director & Chief Executive Officer

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 4249779 | 0 | 100.00 | 0.00 |
| Public – Others | 12076560 | 718465 | 5.95 | 718230 | 235 | 99.97 | 0.03 |
| Total | **88780856** | **71553886** | **80.60** | **71553651** | **235** | **100.00** | **0.00** |

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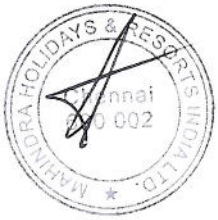
**Resolution 6:**

Ordinary Resolution for Appointment of Mr. V S Parthasarathy as a Director

| Promoter/ Public | 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 of votes polled | % of votes against of votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | 66585642 | 66585642 | 100.00 | 66585642 | 0 | 100.00 | 0.00 |
| Public - Institutional Holders | 10118654 | 4249779 | 42.00 | 4249779 | 0 | 100.00 | 0.00 |
| Public - Others | 12076560 | 718465 | 5.95 | 718412 | 53 | 99.99 | 0.01 |
| Total | **88780856** | **71553886** | **80.60** | **71553833** | **53** | **100.00** | **0.00** |



New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in

# M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries

ISO 9001:2008

M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

**COMBINED REPORT**

**Scrutinizer's Report**

To

The Chairman,

**MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED,**

No 17/18, 2nd Floor, Mahindra Towers, Patullos Road,

Chennai–600 002

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and the postal ballot process under the provisions of Sections 108, 110 of the Companies Act, 2013 ("the 2013 Act") read with Rules 20, 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to Postal Ballot dated 10th November, 2014. My responsibility as a scrutinizer for the e-voting process and for postal ballot process is restricted to preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Postal Ballot Notice, based on the

reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also for the Postal Ballot (physical) process.

3. I have issued two separate Scrutinizer's reports dated 23rd December, 2014 on the e-voting process and on the Postal Ballot (physical) process, on the resolutions contained in the notice to the Postal Ballot. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the Postal Ballot (Physical) as under:-

We provide Corporate Legal Consultancy

| Item No. of Notice | Votes in favor of the resolution | | Votes against the resolution | | Invalid Votes |
|---|---|---|---|---|---|
| | Nos. | % of total number of valid votes (Favour and against) | Nos. | % of total number of valid votes (Favour and against) | |
| Item No. 1 of the Notice of Postal Ballot dated 10th November, 2014 | 68235118 | 95.36% | 3318783 | 4.64% | 125 |

| | | | | | |
|---|---|---|---|---|---|
| Item No. 2 of the Notice of Postal Ballot dated 10th November, 2014 | 68235073 | 95.36% | 3318828 | 4.64% | 125 |
| Item No. 3 of the Notice of Postal Ballot dated 10th November, 2014 | 71553833 | 100% | 53 | 0% | 140 |
| Item No. 4 of the Notice of Postal Ballot dated 10th November, 2014 | 71553833 | 100% | 53 | 0% | 140 |
| Item No. 5 of the Notice of Postal Ballot dated 10th November, 2014 | 71553651 | 100% | 235 | 0% | 140 |
| Item No. 6 of the Notice of Postal Ballot dated 10th November, 2014 | 71553833 | 100% | 53 | 0% | 140 |

Place: Chennai

Date: 23.12.2014

For **M. Damodaran & Associates**

**M. Damodaran**
**C.P.No. 5081**