ClubMahindra

August 4, 2018

MHRIL/SE/18-19/478

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,

Sub: Compliance with Regulations 44(3) of the Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — Details of the Voting Results of the Annual General Meeting

We wish to inform you that the 22nd Annual General Meeting ("AGM") of the Company was held on August 2, 2018 at the Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017, Tamil Nadu.

As per the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations, the Company had provided facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 22nd AGM. The e-voting was open from Monday, July 30, 2018 at 9.00 a.m. (IST) to Wednesday, August 1, 2018 at 5.00 p.m. (IST).

Pursuant to provisions of Section 107 of the Act, there was no voting on the Resolutions by Show of Hands at the AGM and voting at AGM was therefore conducted through electronic voting system ("Insta Poll").

The Board of Directors had appointed Mr. M. Damodaran, Practising Company Secretary, as the Scrutinizer for the remote e-voting and Insta Poll process at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Wednesday, August 1, 2018 and Insta Poll received till the conclusion of the AGM and has submitted his report on August 3, 2018.

Based on the consolidated report of the Scrutinizer, all the Ordinary Resolutions as set out in the Notice of 22nd 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 the remote e-voting and Insta Poll conducted at the 22nd AGM, pursuant to provisions of Regulation 44(3).
- Consolidated Report of the Scrutinizers dated August 3, 2018, pursuant to Section 108 of the Act and Rules made thereunder.

Mahindra Holidays & Resorts India Limited ★ Mumbai

Mahindra Holidays & Resorts India Limited
Corporate Office : Mahindra Towers, 1st Floor, 'A' Wing, Dr. G. M. Bhosle Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018
t: + 91 22 3368 4722. f: + 91 22 3368 4721

Registered Office: Mahindra Towers, 2nd floor, 17/18 Patullos Road. Chennai - 600 002 t +91 44 3988 1000 f : + 91 44 3027 7778

e: memberrelations@clubmahindra.com / w: www.clubmahindra.com / CIN: L5 5101TN1996PLC036595

ClubMahindra

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Mahindra Holidays & Resorts India Limited**

Akhila Balachandar
Chief Financial Officer

Mahindra Holidays & Resorts India Limited ★ Mumbai

Encl: a/a

Cc: Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500032

Mahindra Holidays & Resorts India Limited
Corporate Office : Mahindra Towers, 1st Floor, 'A' Wing, Dr. G. M. Bhosle Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018
t: + 91 22 3368 4722. f: + 91 22 3368 4721

Registered Office: Mahindra Towers, 2nd floor, 17/18 Patullos Road. Chennai - 600 002 t +91 44 3988 1000 f : + 91 44 3027 7778

e: memberrelations@clubmahindra.com / w: www.clubmahindra.com / CIN: L5 5101TN1996PLC036595

Details of results of E-voting and Poll pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM	August 2, 2018
Total no. of Shareholders on record date **(July 26, 2018)**	33,713
No. of shareholders present in the meeting either in person or through proxy -	
Promoter and Promoter Group	Nil
Public	643
No. of shareholders who attended the meeting through video Conferencing -	
Promoter and Promoter Group	N.A
Public	N.A



Item No. 1

Resolution required: (Ordinary / Special)	To receive, consider and adopt: a) the Audited Financial Statement for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon, and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, 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	E-voting	89890615	89890615	100.00	89890615	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**89890615**	**100.00**	**89890615**	**0**	**100.00**	**0**
Public - Institutions	E-voting	26444699	22148197	83.7529	22148197	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**22148197**	**83.7529**	**22148197**	**0**	**100.00**	**0**
Public - Non Institutions	E-voting	17218470	1344285	7.8072	1344270	15	99.9989	0.0011
	Insta Poll		54	0.0003	54	0	100.00	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**1344339**	**7.8075**	**1344324**	**15**	**99.9989**	**0.0011**
Total		**133553784**	**113383151**	**84.8970**	**113383136**	**15**	**100.00**	**0.00**

Mahindra Holidays & Resorts India Limited Mumbai

Item No. 2

Resolution required: (Ordinary / Special)	Declaration of dividend on Equity Shares - **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	E-voting	89890615	89890615	100.00	89890615	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**89890615**	**100.00**	**89890615**	**0**	**100.00**	**0**
Public - Institutions	E-voting	26444699	22148197	83.7529	22148197	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**22148197**	**83.7529**	**22148197**	**0**	**100.00**	**0**
Public - Non Institutions	E-voting	17218470	1344270	7.8071	1344265	5	99.9996	0.0004
	Insta Poll		54	0.0003	54	0	100.00	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**1344324**	**7.8074**	**1344319**	**5**	**99.9996**	**0.0004**
Total		**133553784**	**113383136**	**84.8970**	**113383131**	**5**	**100.00**	**0.00**

Mahindra Holidays & Resorts India Limited Mumbai

Item No. 3

Resolution required: (Ordinary / Special)	Approve not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Vineet Nayyar (DIN: 00018243), who retires by rotation and does not seek 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	E-voting	89890615	89890615	100.00	89890615	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**89890615**	**100.00**	**89890615**	**0**	**100.00**	**0**
Public - Institutions	E-voting	26444699	22148197	83.7529	22148197	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**22148197**	**83.7529**	**22148197**	**0**	**100.00**	**0**
Public - Non Institutions	E-voting	17218470	1344270	7.8071	1344240	30	99.9978	0.0022
	Insta Poll		54	0.0003	54	0	100.00	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**1344324**	**7.8074**	**1344294**	**30**	**99.9978**	**0.0022**
Total		**133553784**	**113383136**	**84.8970**	**113383106**	**30**	**100.00**	**0.00**

Mahindra Holidays & Resorts India Limited Mumbai

Item No. 4

Resolution required: (Ordinary / Special)	Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Registration Number 101248W/W-100022), from the conclusion of the 22nd AGM, until the conclusion of the 26th AGM of the Company to be held in the calendar year 2022, as the Auditors of the Company and to fix their remuneration - **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	E-voting	89890615	89890615	100.00	89890615	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**89890615**	**100.00**	**89890615**	**0**	**100.00**	**0**
Public - Institutions	E-voting	26444699	22148197	83.7529	22148197	0	100.00	0
	Insta Poll		0	0	0	0	0	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**22148197**	**83.7529**	**22148197**	**0**	**100.00**	**0**
Public - Non Institutions	E-voting	17218470	1344285	7.8072	1344270	15	99.9989	0.0011
	Insta Poll		54	0.0003	54	0	100.00	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**1344339**	**7.8075**	**1344324**	**15**	**99.9989**	**0.0011**
Total		**133553784**	**113383151**	**84.8970**	**113383136**	**15**	**100.00**	**0.00**

Mahindra Holidays & Resorts India Limited Mumbai

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

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 ("SEBI Listing Regulations")]

To,

The **Chairman** of the 22nd Annual General Meeting ("AGM") of the Equity Shareholders of MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED (CIN: L55101TN1996PLC036595) held on Thursday ,the 2nd day of August, 2018 at 3.00 PM at Vani Mahal (Mahaswami Hall), 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

Dear Sir,

1. I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli (Opp to Church, Nearby BSNL Office),Chennai, Tamil Nadu 600028, have 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 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

   (ii) Poll through electronic voting system ("Insta Poll") under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the Notice to the 22nd AGM of the Equity Shareholders of the Company, held on Thursday, the 2nd day of August, 2018 at 3.00 PM at Vani Mahal (Mahaswami Hall), 103, G.N. Chetty Road, T.Nagar, Chennai – 600 017.

2. The management of the Company is responsible to ensure the compliance with the requirements of the 2013 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 to the 22nd 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 the AGM Notice, based on the report generated from the e-voting system provided by Karvy

M. DAMODARAN 5081 COMPANY SECRETARY

Computershare Private Limited ("Karvy"), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting and Insta Poll conducted at the AGM.

Results of E-Voting and Insta Poll of M/s MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Item No: 1

Adoption of Audited Financial Statements (Standalone and Consolidated), Reports of the Board of Directors and Auditors for the Financial Year 2017-18.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	65	64	113383082	99.9999	1	15	0.0001	100
Insta Poll	11	11	54	100	0	0	0	100
Total	76	75	113383136	99.9999	1	15	0.0001	100

Details of invalid Votes:

Mode of Voting	Number of shares
Remote E-Voting	0
Insta Poll	0
Total	0

M. DAMODARAN 5088 COMPANY SECRETARY

Item No: 2

Declaration of dividend on Equity Shares.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	64	63	113383077	99.9999	1	5	0.0001	100
Insta Poll	11	11	54	100	0	0	0	100
Total	75	74	113383131	99.9999	1	5	0.0001	100

Details of invalid Votes:

Mode of Voting	Number of shares
Remote E-Voting	0
Insta Poll	0
Total	0

Note: One Shareholder holding 15 shares has selected to remain abstain from voting on this resolution.

M. DAMODARAN 5081 COMPANY SECRETARY

Item No: 3

Approve not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Vineet Nayyar (DIN: 00018243), who retires by rotation and does not seek re-appointment

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	64	63	113383052	99.9999	1	30	0.0001	100
Insta Poll	11	11	54	100	0	0	0	100
Total	75	74	113383106	99.9999	1	30	0.0001	100

Details of invalid Votes:

Mode of Voting	Number of shares
Remote E-Voting	0
Insta Poll	0
Total	0

Note: One Shareholder holding 15 shares has selected to remain abstain from voting on this resolution.

M. DAMODARAN 5081 COMPANY SECRETARY

Item No: 4

Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Registration Number 101248W/W-100022) as the Statutory Auditors of the Company from the conclusion of the 22nd AGM, until the conclusion of the 26th AGM of the Company to be held in the calendar year 2022, as the Auditors of the Company and to fix their remuneration.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote E-Voting	65	64	113383082	99.9999	1	15	0.0001	100
Insta Poll	11	11	54	100	0	0	0	100
Total	76	75	113383136	99.9999	1	15	0.0001	100

Details of invalid Votes:

Mode of Voting	Number of shares
Remote E-Voting	0
Insta Poll	0
Total	0

M. DAMODARAN 5081 COMPANY SECRETARY

3. The electronic data and all other relevant records relating to e-voting and Poll are under my safe custody and will be handed over to the Chief Financial Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully,

M.Damodaran
Practicing Company Secretary
Membership No: 5837
CP No: 5081

For Mahindra Holidays & Resorts India Ltd.

A. K. Nanda
Chairman

Date: 03.08.2018
Place: Chennai