

May 25, 2018

Mr. Dinesh Shetty
Company Secretary
Mahindra Holidays & Resorts India Ltd.
Mahindra Towers, 2nd floor, No 17/18,
Patullos Road,
Chennai, Tamil Nadu - 600002
Tel. No - 022 39881000
Fax No - 044-33684721

Dear Sir,

Sub: Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We refer to our letter dated March 14, 2017 wherein we had mentioned that as on March 10, 2017, the aggregate holding of the Schemes of HDFC Mutual Fund in "**Mahindra Holidays & Resorts India Ltd.**" (the "Company") was **5.33%** of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 88,78,08,560 comprising 8,87,80,856 equity shares of Rs. 10/- each).

Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been **increase** in the holding in the Company by the Schemes of HDFC Mutual Fund by **2.01%** as of May 23, 2018. As on May 23, 2018 the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is **7.34%** of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 133,44,37,840 comprising 13,34,43,784 equity shares of Rs. 10/- each).

As per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 please find enclosed the details of change in the shareholding in the prescribed format enclosed as **Annexure 1**.

Kindly acknowledge receipt of the same.

Thanking you,
Yours faithfully,
For **HDFC Asset Management Company Limited**


Dinesh Bhakade
Jt. Assistant Vice President - Compliance
Encl: As above
CC:

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 51 Fax: 022- 2659 8191	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 023. Fax: 022- 2272 3121	Mr. Dinesh Shetty Mahindra Holidays & Resorts India Ltd. (Corp. Office) Mahindra Towers, 1st Floor, A Wing, Dr. G M Bhosle Marg, P K Kurne Chowk, Worli, Mumbai -400018, Fax-022-33684721
--	---	--

HDFC Asset Management Company Limited
A Joint Venture with Standard Life Investments
CIN: U65991MH1999PLC123027

Compliance Department : "HDFC House", 2nd Floor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020
Tel.: 022 - 6631 6333 Fax: 022 - 6658 0203 Website: www.hdfcfund.com

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Mahindra Holidays & Resorts India Ltd.		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund HDFC Trustee Company Limited A/c--- • HDFC Balanced Fund • HDFC Children's Gift Fund • HDFC Mid-Cap Opportunities Fund • HDFC Retirement Savings Fund - Hybrid Equity Plan • HDFC Retirement Savings Fund - Equity Plan • HDFC Retirement Savings Fund - Hybrid-Debt Plan		
3. Whether the acquirer belongs to Promoter/ Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<u>Before the acquisition/sale under consideration, holding of :</u>			
a) Shares carrying voting rights	47,34,000	5.33	N.A.
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	0	0.00	N.A.
c) Voting rights (VR) otherwise than by shares	0	0.00	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.00	N.A.
Total (a+b+c+d) (Paid up Equity Share Capital Rs. 88,78,08,560 comprising 8,87,80,856 equity shares of Rs. 10/- each).	47,34,000	5.33	N.A.
<u>Details of Acquisition/Sale:</u>			
a) Shares carrying voting rights <u>acquired/sold</u>	50,60,350	2.01	N.A.
b) VRs acquired /sold otherwise than by shares	0	0.00	N.A.
c) Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0.00	N.A.
d) Shares encumbered/invoked/released by the acquirer	0	0.00	N.A.
Total (a+b+c+/-d)	50,60,350	2.01	N.A.



			
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	97,94,350	7.34	N.A.
b) Shares encumbered with the acquirer	0	0.00	N.A.
c) VRs otherwise than by shares	0	0.00	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	0	0.00	N.A.
Total (a+b+c+d) (Paid up Equity Share Capital Rs. 133,44,37,840 comprising 13,34,43,784 equity shares of Rs. 10/- each).	97,94,350	7.34	N.A.
6. <u>Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter se transfer etc).</u>	Open Market		
7. <u>Date of acquisition/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</u>	May 23, 2018		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 88,78,08,560 comprising 8,87,80,856 equity shares of Rs. 10/- each		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 133,44,37,840 comprising 13,34,43,784 equity shares of Rs. 10/- each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

(*) ~~Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement~~ Total share capital/ voting capital has been taken as per the latest filing to be done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For **HDFC Asset Management Company Limited**
(Investment Manager to the Schemes of HDFC Mutual Fund)


Dinesh Bhakade
Jt. Assistant Vice President - Compliance

Place: Mumbai
Date: May 25, 2018

