



29th July 2015

The Manager – Listing Department,
National Stock Exchange of India
Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Scrip Code : MHRIL

The General Manager
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code : 533088

Dear Sir,

**Sub: Compliance with Clause 35A of the Listing Agreement –
AGM Voting Results- Declaration of Results of E-voting and Poll**

We wish to inform you that the 19th Annual General Meeting (AGM) of the Company was held on 28th July, 2015 at the Mini Hall, the Music Academy, No. 168, T.T.K. Road, Chennai – 600 014.

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the 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 19th AGM. The E-voting was open from Saturday, 25th July, 2015 to Monday, 27th July, 2015.

In accordance with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, there was no voting by Show of Hands at the AGM as the remote E-voting facility had been offered to the Shareholders and voting at the AGM was therefore conducted by means of a Poll.

The Board of Directors had appointed Mr. M. Damodaran, Practising Company Secretary, as the Scrutinizer for the remote E-voting and Poll. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received up to 5.00 p.m. on 27th July, 2015 and Poll received till the conclusion of the Meeting and has submitted his Report on 29th July, 2015.

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 19th Annual General Meeting have been duly approved by the Shareholders with requisite majority.



Mahindra Holidays & Resorts India Limited

Registered & Corporate 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: L55101TN1996PLC036595



Pursuant to provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to the voting results of the remote E-voting and Poll conducted at the 19th AGM along with the Scrutinizer's Report.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Mahindra Holidays & Resorts India Limited

Dinesh Shetty
Head Legal & Company Secretary



Encl : a/a

cc: Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot 31- 32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

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**Details of results of e-voting and poll pursuant to Clause 35A
of the Listing Agreement**

Sr. No.	Description			Particulars	
A.	Date of Notice			18 th May, 2015	
B.	Date of Report of the Scrutinizer			29 th July, 2015	
C.	Date of declaration of Results			29 th July, 2015	
D.	Total no. of shareholders on record date (17 th July, 2015)			21518	
E.	No. of shareholders present in the meeting either in person or through proxy –				
	Shareholders	Present in person	Present through Proxy		Total
	Promoter and Promoter Group	1	0		1
	Public	461	2		463
	Total	462	2		464
F.	No. of shareholders who attended the meeting through video Conferencing – Not Applicable				



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The Results of the e-voting and poll in the prescribed format is given below:

Item No.	Details of the Agenda	Resolution required: (Ordinary/Special)	Mode of voting	Remarks
1.	<p>To receive, consider and adopt:</p> <p>a) the Audited Financial Statement for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon, and</p> <p>b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015, together with the Report of the Auditors thereon</p>	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100.00	0.00
Public – Others	10938737	738029	6.75	738022	7	100.00	0.00
Total	88780856	74561828	83.98	74561821	7	100.00	0.00




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Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
2.	Declaration of Dividend on Equity Shares	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	66585642	66585642	100.00	66585642	0	100	0.00
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100	0.00
Public – Others	10938737	738028	6.75	738021	7	100.00	0.00
Total	88780856	74561827	83.98	74561820	7	100.00	0.00




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Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
3.	Re-appointment of Mr. Vineet Nayyar as a Director, liable to retire by rotation.	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100.00	0.00
Public – Others	10938737	738029	6.75	738022	7	100.00	0.000
Total	88780856	74561828	83.98	74561821	7	100.00	0.00




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Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
4.	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Firm Registration Number 008072S), as Statutory Auditors of the Company and to fix their remuneration	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	66585642	66585642	100.00	66585642	0	100	0
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100	0
Public – Others	10938737	738029	6.75	738022	7	100.00	0.00
Total	88780856	74561828	83.98	74561821	7	100.00	0.00



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
5.	Approve the Appointment of Mr. S. Krishnan as a Director and also as a Whole time Director designated as Chief Financial Officer & Executive Director, liable to retire by rotation and Remuneration payable to him.	Special	Remote E-voting and poll	Passed with Requisite Majority

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 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	66585642	66585642	100.00	66585642	0	100.00	0
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100.00	0
Public – Others	10938737	738029	6.75	738022	7	100.00	0
Total	88780856	74561828	83.98	74561821	7	100.00	0



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
6.	Approval of payment of remuneration by way of Commission to Non-Executive Directors.	Special	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100.00	0.00
Public – Others	10938737	738029	6.75	737981	48	99.99	0.01
Total	88780856	74561828	83.98	74561780	48	100.00	0.00



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
7.	Adoption of new set of Articles of Association	Special	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- -ing 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	66585642	66585642	100	66585642	0	100	0
Public Institutional Holders	11256477	7238157	64.30	7238157	0	100	0
Public – Others	10938737	737921	6.75	737564	357	99.95	0.05
Total	88780856	74561720	83.98	74561363	357	100.00	0.00



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



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



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

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E VOTING AND POSTAL BALLOT)

[Pursuant to section 108 of the Companies Act, 2013 and

Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 19th Annual General Meeting of the Equity Shareholders of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** held on the **28th July, 2015** at the Mini Hall, The Music Academy, No. 168, T.T.K. Road, Chennai - 600014.

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, 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
 - (ii) Poll through Ballot paper 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 19th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the **28th July, 2015** at Mini Hall, The Music Academy, No. 168, T.T.K. Road, Chennai - 600014.





M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



2. The management of the Company is responsible to ensure the compliance with the requirement of the Company Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 19th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

MAHINDRA HOLIDAYS & RESORTS INDIA LTD E VOTING & POSTAL BALLOT REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percent age	Ball ots	Vote s	Perce ntage	Ball ots	Votes	Percen tage
Item No. 1(a) and (b): To consider and adopt the audited financial statement, Reports of the Board of Directors and Auditors and Audited Consolidated financial statement thereon for the Financial year ended March 31, 2015 (As an Ordinary resolution)	ELE	31	30	73840321	100%	1	5	0%	0	0	0%
	PHY	16	15	721500	99.9997 %	1	2	0.0003 %	0	0	0 %
	TOTAL	47	45	74561821	100%	2	7	0%	0	0	0%






M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

Item No. 2: To declare Dividend on equity shares. (As an Ordinary resolution)	ELE	31	30	73840321	100%	1	5	0%	0	0	0%
	PHY	16	14	721499	99.9997%	1	2	0.0003%	1	1	0%
	TOTAL	47	44	74561820	100%	2	7	0%	1	1	0%
Item No. 3: To appoint a Director in place of Mr. Vineet Nayyar (DIN:00018243) who retires by rotation and being eligible, offers himself for re-appointment (As an Ordinary resolution)	ELE	31	30	73840321	100%	1	5	0%	0	0	0%
	PHY	16	15	721500	99.9997%	1	2	0.0003%	0	0	0%
	TOTAL	47	45	74561821	100%	2	7	0%	0	0	0%
Item No. 4: To appoint auditors, Messrs Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Firm Registration Number 008072S) and fix their remuneration for the financial year ending March 31, 2016. (As an Ordinary resolution)	ELE	31	30	73840321	100%	1	5	0%	0	0	0%
	PHY	16	15	721500	99.9997%	1	2	0.0003%	0	0	0%
	TOTAL	47	45	74561821	100%	2	7	0%	0	0	0%

M. J. K.



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Item No. 5: To appoint Mr. S Krishnan, as the whole time director of the Company and designated as Chief Financial Officer & Executive Director ("CFO & ED") of the Company for a period of three (3) years with effect from January 22, 2015 to January 21, 2018 (both days inclusive) who was appointed as an Additional Director now liable to retire by rotation. (As a Special resolution)	ELE	31	30	73840321	100%	1	5	0%	0	0	0%
	PHY	16	15	721500	99.9997 %	1	2	0.0003 %	0	0	0%
	TOTAL	47	45	74561821	100%	2	7	0%	0	0	0%
Item No. 6: Approval of payment of remuneration by way of Commission to Non-Executive Directors. (As a Special resolution)	ELE	31	30	73840281	99.9999 %	2	45	0.0001 %	0	0	0%
	PHY	16	14	721499	99.9996 %	2	3	0.0004 %	0	0	0%
	TOTAL	47	44	74561780	99.9999 %	4	48	0.0001 %	0	0	0%
Item No. 7: Adoption of new set of Articles of Association (As a Special resolution)	ELE	31	29	73839971	99.9995 %	2	355	0.0005 %	0	0	0%
	PHY	16	14	721392	99.9997 %	1	2	0.0003 %	1	108	0%
	TOTAL	47	43	74561363	99.9995 %	3	357	0.0005 %	1	108	0%






M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary 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

Place: Chennai

Date: 29.07.2015

