



August 1, 2019

MHRIL/SE/19-20/50

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 Regulation 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 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company was held on July 31, 2019 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 23<sup>rd</sup> AGM. The e-voting was open from Sunday, July 28, 2019 at 9.00 a.m. (IST) to Tuesday, July 30, 2019 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 the 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 Tuesday, July 30, 2019 and Insta Poll received till the conclusion of the AGM and has submitted his report on August 1, 2019.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of 23<sup>rd</sup> 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 23<sup>rd</sup> AGM, pursuant to provisions of Regulation 44(3) as Annexure A.
- ❖ Consolidated Report of the Scrutinizers dated August 1, 2019, pursuant to Section 108 of the Act and Rules made thereunder.



**Mahindra Holidays & Resorts India Limited**

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

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**Annexure A**

**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	July 31, 2019
Total no. of Shareholders on record date (July 24, 2019)	33,657
No. of shareholders present in the meeting either in person or through proxy -	634
Promoter and Promoter Group	2
Public	632
No. of shareholders who attended the meeting through video Conferencing -	
Promoter and Promoter Group	N.A
Public	N.A



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Item No. 1

<b>Resolution required: (Ordinary / Special)</b>	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon- <b>Ordinary Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24241606	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24241606</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	17186069	1568949	9.1292	1568882	67	99.9957	0.0043
	Poll		4234	0.0246	4234	0	100.00	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1573183</b>	<b>9.1538</b>	<b>1573116</b>	<b>67</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>133553784</b>	<b>115705404</b>	<b>86.6358</b>	<b>115705337</b>	<b>67</b>	<b>99.9999</b>	<b>0.0001</b>



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**Item No. 2**

<b>Resolution required: (Ordinary / Special)</b>	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Auditors Report thereon - <b>Ordinary Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24241606	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24241606</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	17186069	1568949	9.1292	1568882	67	99.9957	0.0043
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1573183</b>	<b>9.1538</b>	<b>1573116</b>	<b>67</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>133553784</b>	<b>115705404</b>	<b>86.6358</b>	<b>115705337</b>	<b>67</b>	<b>99.9999</b>	<b>0.0001</b>



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Item No. 3

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Arun Nanda (DIN:00010029), as a Director, liable to retire by rotation - <b>Ordinary Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24241606	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24241606</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	17186069	148945	0.8667	148326	619	99.5844	0.4156
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>153179</b>	<b>0.8913</b>	<b>152560</b>	<b>619</b>	<b>99.5959</b>	<b>0.4041</b>
<b>Total</b>		<b>133553784</b>	<b>114285400</b>	<b>85.5726</b>	<b>114284781</b>	<b>619</b>	<b>99.9995</b>	<b>0.0005</b>



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Item No. 4

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Rohit Khattar (DIN: 00244040) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024 - <b>Special Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	22395897	1845709	92.3862	7.6138
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>22395897</b>	<b>1845709</b>	<b>92.3862</b>	<b>7.6138</b>
Public - Non Institutions	E-voting	17186069	1528910	8.8862	1463112	65798	95.6964	4.3036
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1533144</b>	<b>8.9208</b>	<b>1467346</b>	<b>65798</b>	<b>95.7083</b>	<b>4.2917</b>
<b>Total</b>		<b>133553784</b>	<b>115665365</b>	<b>86.6058</b>	<b>113753858</b>	<b>1911507</b>	<b>98.3474</b>	<b>1.6526</b>

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**Item No. 5**

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024 - <b>Special Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24241606	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24241606</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	17186069	1568860	9.1287	1568241	619	99.9605	0.0395
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1573094</b>	<b>9.1533</b>	<b>1572475</b>	<b>619</b>	<b>99.9607</b>	<b>0.0393</b>
<b>Total</b>		<b>133553784</b>	<b>115705315</b>	<b>86.6357</b>	<b>115704696</b>	<b>619</b>	<b>99.9995</b>	<b>0.0005</b>



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Item No. 6

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Sridar Iyengar (DIN: 00278512) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2022 <b>- Special Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	22994530	86.8469	22395897	598633	97.3966	2.6034
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>22994530</b>	<b>86.8469</b>	<b>22395897</b>	<b>598633</b>	<b>97.3966</b>	<b>2.6034</b>
Public - Non Institutions	E-voting	17186069	1568960	9.1293	1503177	65783	95.8072	4.1928
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1573194</b>	<b>9.1539</b>	<b>1507411</b>	<b>65783</b>	<b>95.8185</b>	<b>4.1815</b>
<b>Total</b>		<b>133553784</b>	<b>114458339</b>	<b>85.7021</b>	<b>113793923</b>	<b>664416</b>	<b>99.4195</b>	<b>0.5805</b>



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Item No. 7

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Cyrus Guzder (DIN: 00080358) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2020 <b>- Special Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24239997	1609	99.9934	0.0066
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24239997</b>	<b>1609</b>	<b>99.9934</b>	<b>0.0066</b>
Public - Non Institutions	E-voting	17186069	1528910	8.8962	1463127	65783	95.6974	4.3026
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1533144</b>	<b>8.9209</b>	<b>1467361</b>	<b>65783</b>	<b>95.7093</b>	<b>4.2907</b>
<b>Total</b>		<b>133553784</b>	<b>115665365</b>	<b>86.6058</b>	<b>115597973</b>	<b>67392</b>	<b>99.9417</b>	<b>0.0583</b>



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ClubMahindra

Item No. 8

<b>Resolution required: (Ordinary / Special)</b>	Re-appointment of Mr. Kavinder Singh (DIN: 06994031) as the Managing Director & Chief Executive Officer of the Company for the period of 5 years commencing from November 3, 2019 to November 2, 2024 and remuneration payable to him - <b>Special Resolution</b>
<b>Whether Promoter / Promoter Group are interested in the Agenda/ Resolution</b>	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	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>89890615</b>	<b>100.00</b>	<b>89890615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	26477100	24241606	91.5569	24241606	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>24241606</b>	<b>91.5569</b>	<b>24241606</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	17186069	1568944	9.1292	1568841	103	99.9934	0.0066
	Poll		4234	0.0246	4234	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1573178</b>	<b>9.1538</b>	<b>1573075</b>	<b>103</b>	<b>99.9935</b>	<b>0.0065</b>
<b>Total</b>		<b>133553784</b>	<b>115705399</b>	<b>86.6358</b>	<b>115705296</b>	<b>103</b>	<b>99.9999</b>	<b>0.0001</b>



Mahindra Holidays & Resorts India Limited

Corporate Office : Mahindra Towers, 1<sup>st</sup> 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, 2<sup>nd</sup> floor, 17/18 Patullas 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



**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 & 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 23<sup>rd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED (CIN: L55101TN1996PLC036595) held on Wednesday, the 31<sup>st</sup> day of July, 2019, 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 1<sup>st</sup> Street, Mandaveli (Opp to Church, Nearby BSNL Office), Chennai, Tamil Nadu 600 028, 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"); and
  - (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 23<sup>rd</sup> AGM of the Equity Shareholders of the Company, held on Wednesday, the 31<sup>st</sup> day of July, 2019, 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 23<sup>rd</sup> 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

*M. Damodaran*





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 Fintech 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 Standalone Financial Statements, Reports of the Board of Directors and Auditors Report for the Financial Year 2018-19.

**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	80	75	115701103	99.9999	5	67	0.0001	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	96	91	115705337	99.9999	5	67	0.0001	100.00

**Details of Abstained Votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	1	16
Instapoll	0	0
Total	1	16

M. Damodaran  
5081  
COMPANY SECRETARY



**Item No: 2**

Adoption of Audited Consolidated Financial Statements and Auditors Report for the Financial Year 2018-19.

**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	80	75	115701103	99.9999	5	67	0.0001	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	96	91	115705337	99.9999	5	67	0.0001	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	1	16
Instapoll	0	0
Total	1	16



*M. Damodaran*





**Item No: 3**

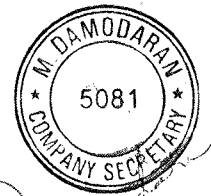
Appointment of Mr. Arun Nanda (DIN: 00010029), who retires by rotation and being eligible, offers himself for reappointment.

**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	75	66	114280547	99.9995	9	619	0.0005	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	91	82	114284781	99.9995	9	619	0.0005	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	6	1420020
Instapoll	0	0
Total	6	1420020





**Item No: 4**

Re-appointment of Mr. Rohit Khattar (DIN: 00244040) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024

**Passed as Special 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	79	60	113749624	98.3473	19	1911507	1.6527	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	95	76	113753858	98.3474	19	1911507	1.6526	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	2	40055
Instapoll	0	0
Total	2	40055






**Item No: 5**

Re-appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company for a second term of 5 years commencing from August 27, 2019 to August 26, 2024.

**Passed as Special 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	79	70	115700462	99.9995	9	619	0.0005	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	95	86	115704696	99.9995	9	619	0.0005	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	2	105
Instapoll	0	0
Total	2	105

*M. Damodaran*



**Item No: 6**

Re-appointment of Mr. Sridar Iyengar (DIN: 00278512) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2022.

Passed as Special 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	78	62	113789689	99.4195	16	664416	0.5805	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	94	78	113793923	99.4195	16	664416	0.5805	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	3	1247081
Instapoll	0	0
Total	3	1247081







**Item No: 7**

Re-appointment of Mr. Cyrus Guzder (DIN: 00080358) as an Independent Director of the Company for a second term commencing from August 27, 2019 to July 31, 2020.

**Passed as Special 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	79	69	115593739	99.9417	10	67392	0.0583	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	95	85	115597973	99.9417	10	67392	0.0583	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	2	40055
Instapoll	0	0
Total	2	40055

M. Damodaran  
M. DAMODARAN  
5081  
COMPANY SECRETARY



**Item No: 8**

Re-appointment of Mr. Kavinder Singh (DIN 06994031) as the Managing Director & Chief Executive Officer of the Company for the period of 5 years commencing from November 3, 2019 to November 2, 2024 and remuneration payable to him.

**Passed as Special 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	79	72	115701062	99.9999	7	103	0.0001	100.00
Insta Poll	16	16	4234	100.00	0	0	0.00	100.00
Total	95	88	115705296	99.9999	7	103	0.0001	100.00

**Details of Abstained votes:**

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	2	21
Instapoll	0	0
Total	2	21



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



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 General Counsel and Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,  
Yours faithfully,



*M. Damodaran*

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

Place: Chennai  
Date: 01.08.2019