



September 1, 2020

MHRIL/SE/20-21/49

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/ Madam,

Sub: Compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — Details of Voting Results of the 24th Annual General Meeting

We wish to inform you that the 24th Annual General Meeting ("AGM") of the Company was held on Monday, August 31, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("Act") and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 which was the deemed venue of the AGM.

As per the provisions of the Act and SEBI Listing Regulations read with the aforesaid MCA Circulars, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 24th AGM. The remote e-voting was open from Thursday, August 27, 2020 (9.00 a.m. IST) to Sunday, August 30, 2020 (5.00 p.m. IST).

The Board of Directors had appointed Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretary, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received upto 5.00 p.m. (IST) on Sunday, August 30, 2020 and e-voting at the AGM till the conclusion of the AGM and has submitted his report on September 1, 2020.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 24th AGM have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the:

- ❖ Disclosure pertaining to the voting results of remote e-voting and e-voting at the AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations as Annexure A.
- ❖ Consolidated Report of the Scrutinizer dated September 1, 2020, pursuant to Section 108 of the Act and Rules made thereunder.

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



The voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.clubmahindra.com and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>.

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: KFin Technologies Private Limited
(formerly known as Karvy Fintech Private Limited)
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500032

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Annexure A

Details of results of remote e-voting and e-voting at the AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM	August 31, 2020
Total no. of Shareholders on cut off date (August 24, 2020)	33,292
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not applicable
No. of shareholders who attended the meeting through VC/ OAVM: Promoter and Promoter Group Public	2 68

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 1

Resolution required: (Ordinary / Special)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	25529001	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	25529001	0	100.00	0.00
Public - Non Institutions	E-voting	16145511	1661912	10.2933	1659090	2822	99.8302	0.1698
	E-voting at the AGM		121411	0.7520	1,21,411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783323	11.0453	1780501	2822	99.8418	0.1582
Total		133553784	117202939	87.7571	117200117	2822	99.9976	0.0024

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, 'A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 2

Resolution required: (Ordinary / Special)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	25529001	0	100.00	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	25529001	0	100.00	0.00
Public - Non Institutions	E-voting	16145511	1661912	10.2933	1659090	2822	99.8302	0.1698
	E-voting at the AGM		121411	0.7520	121411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783323	11.0453	1780501	2822	99.8418	0.1582
Total		133553784	117202939	87.7571	117200117	2822	99.9976	0.0024

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A" Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 3

Resolution required: (Ordinary / Special)	Re-appointment of Mr. V S Parthasarathy (DIN: 00125299) as a Director, liable to retire by rotation - 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	24510012	1018989	96.0085	3.9915
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	24510012	1018989	96.0085	3.9915
Public - Non Institutions	E-voting	16145511	1661812	10.2927	1656943	4869	99.7070	0.2930
	E-voting at the AGM		121411	0.7520	121411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783223	11.0447	1778354	4869	99.7270	0.2730
Total		133553784	117202839	87.7570	116178981	1023858	99.1264	0.8736

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 4

Resolution required: (Ordinary / Special)	Appointment of Mrs. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company for a term of 5 consecutive years commencing from February 1, 2020 to January 31, 2025 – 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	24511621	1017380	96.0148	3.9852
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	24511621	1017380	96.0148	3.9852
Public - Non Institutions	E-voting	16145511	1661812	10.2927	1659540	2272	99.8633	0.1367
	E-voting at the AGM		121411	0.7520	121411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783223	11.0447	1780951	2272	99.8726	0.1274
Total		133553784	117202839	87.7570	116183187	1019652	99.1300	0.8700

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A" Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 5

Resolution required: (Ordinary / Special)	Appointment of Dr. Anish Shah (DIN: 02719429) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation - 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	24511621	1017380	96.0148	3.9852
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	24511621	1017380	96.0148	3.9852
Public - Non Institutions	E-voting	16145511	1661812	10.2927	1656943	4869	99.7070	0.2930
	E-voting at the AGM		121411	0.7520	121411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783223	11.0447	1778354	4869	99.7270	0.2730
Total		133553784	117202839	87.7570	116180590	1022249	99.1278	0.8722

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 6

Resolution required: (Ordinary / Special)	To approve and adopt Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 and issue of securities - Special 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	24064280	1464721	94.2625	5.7375
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	24064280	1464721	94.2625	5.7375
Public - Non Institutions	E-voting	16145511	1661912	10.2933	1593540	68372	95.8859	4.1141
	E-voting at the AGM		121411	0.7520	121411	100.00	0.00	100.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783323	11.0453	1714951	68372	96.1660	3.8340
Total		133553784	117202939	87.7571	115669846	1533093	98.6919	1.3081

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A" Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



Item No. 7

Resolution required: (Ordinary / Special)	To approve the extension of benefits of Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 to the employees of holding or subsidiary company(ies) - Special 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	0.00
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		89890615	100.00	89890615	0	100.00	0.00
Public - Institutions	E-voting	27517658	25529001	92.7732	24064280	1464721	94.2625	5.7375
	E-voting at the AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		25529001	92.7732	24064280	1464721	94.2625	5.7375
Public - Non Institutions	E-voting	16145511	1661912	10.2933	1593512	68400	95.8843	4.1157
	E-voting at the AGM		121411	0.7520	121411	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1783323	11.0453	1714923	68400	96.1645	3.8355
Total		133553784	117202939	87.7571	115669818	1533121	98.6919	1.3081

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A" Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullas Road, Chennai - 600 002 t +91 44 3988 1000 f +91 44 3027 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

**CONSOLIDATED SCRUTINIZER'S REPORT
(Remote e-voting & e-voting at the AGM)
Form No. MGT 13**

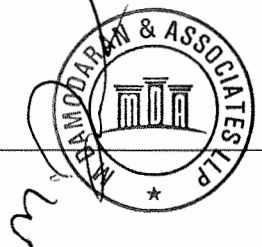
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

To,

The Chairman of the 24th Annual General Meeting ("AGM") of the Equity Shareholders of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** (CIN: L55101TN1996PLC036595) held on Monday, August 31, 2020 at 11:00 A.M through Video Conferencing ('VC')/ Other Audio Visual Means('OAVM'). The venue of the AGM was deemed to be the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002.

Dear Sir,

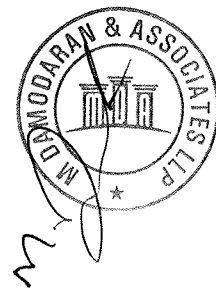
1. I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** ("the Company") for scrutinizing the remote e-voting and e-voting by Equity Shareholders at the AGM pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolutions proposed at the 24th AGM of the Equity Shareholders of the Company held on Monday, August 31, 2020 at 11:00 A.M through VC, submit my report as under:
2. The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and e-voting by Equity Shareholders at the AGM] for the resolutions contained in the Notice of the 24th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means (i.e by remote e-voting and e-voting by Equity Shareholders at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system





provided by KFin Technologies Private Limited ("KFintech") (formerly known as Karvy Fintech Private Limited), engaged by the Company to provide the facilities of voting through electronic means (i.e by remote e-voting and e-voting by Equity Shareholders at the AGM)

3. The remote e-voting commenced on August 27, 2020 (Thursday) at 09.00 A.M (IST) and ended on August 30, 2020 (Sunday) at 05.00 P.M. (IST).
4. The Equity Shareholders present at the AGM through VC voted through e-voting facility provided by KFintech at the AGM.
5. The Equity Shareholders holding shares as on August 24, 2020 (Monday), cut-off date, were entitled to vote on the resolutions stated in the Notice of the 24th AGM of the Company.
6. As per the information given by the Company the names of the Equity Shareholders who had voted by remote e-voting through the facility provided by KFintech had been blocked and only those Equity Shareholders who had attended the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
7. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting by Equity Shareholders at the AGM were unblocked and downloaded on August 31, 2020 at 2.49 P.M. in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFintech were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from KFintech e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under:





**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE AGM OF
MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED**

Item No: 1

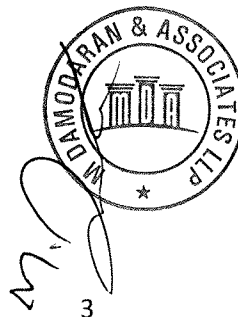
Adoption of Audited Standalone Financial Statements, Reports of the Board of Directors and Auditors Report for the Financial Year 2019-20.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	138	129	117078706	99.9976	9	2822	0.0024	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	151	142	117200117	99.9976	9	2822	0.0024	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	2	5303
e-Voting at the AGM	0	0
Total	2	5303





Item No: 2

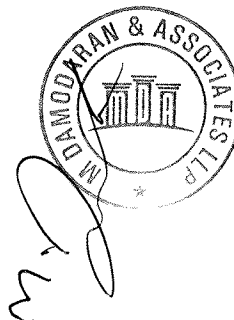
Adoption of Audited Consolidated Financial Statements and Auditors Report for the Financial Year 2019-20.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	138	129	117078706	99.9976	9	2822	0.0024	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	151	142	117200117	99.9976	9	2822	0.0024	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	2	5303
e-Voting at the AGM	0	0
Total	2	5303





Item No: 3

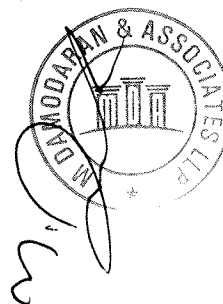
Appointment of Mr. V S Parthasarathy (DIN: 00125299), who retires by rotation and being eligible, offers himself for reappointment.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	137	122	116057570	99.1255	15	1023858	0.8745	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	150	135	116178981	99.1264	15	1023858	0.8736	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	3	5403
e-Voting at the AGM	0	0
Total	3	5403





Item No: 4

Appointment of Mrs. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company for a term of 5 years commencing from February 1, 2020 to January 31, 2025.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	137	126	116061776	99.1291	11	1019652	0.8709	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	150	139	116183187	99.1300	11	1019652	0.8700	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	3	5403
e-Voting at the AGM	0	0
Total	3	5403





Item No: 5

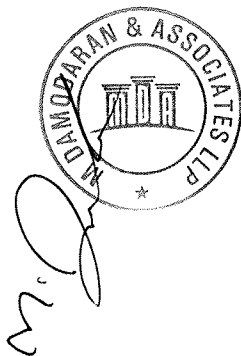
Appointment of Dr. Anish Shah (DIN: 02719429) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	137	123	116059179	99.1269	14	1022249	0.8731	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	150	136	116180590	99.1278	14	1022249	0.8722	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	3	5403
e-Voting at the AGM	0	0
Total	3	5403





Item No: 6

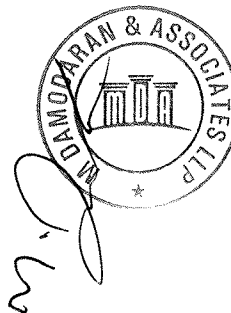
Approval and adoption of Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 and issue of securities.

Passed as Special Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	138	117	115548435	98.6906	21	1533093	1.3094	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	151	130	115669846	98.6919	21	1533093	1.3081	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	2	5303
e-Voting at the AGM	0	0
Total	2	5303





Item No: 7

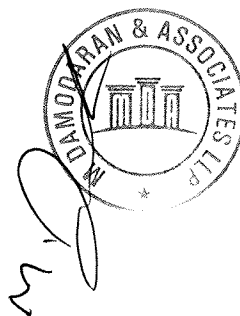
Approval for extension of benefits of Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 to the employees of holding or subsidiary company(ies).

Passed as Special Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	138	116	115548407	98.6906	22	1533121	1.3094	100.00
e-voting at the AGM	13	13	121411	100.00	0	0	0.00	100.00
Total	151	129	115669818	98.6919	22	1533121	1.3081	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	2	5303
e-Voting at the AGM	0	0
Total	2	5303



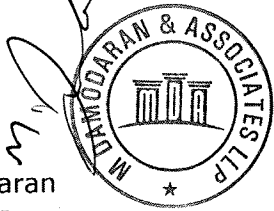


9. The electronic data and all other relevant records relating to remote e-voting and e-voting by Equity Shareholders at the AGM are under my safe custody and will be handed over to the General Counsel and Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

For **M Damodaran & Associates LLP**



M. Damodaran
Managing Partner
Membership No.: 5837
COP No.: 5081
ICSI UDIN: F005837B000641780

Counter signed by

**For Mahindra Holidays & Resorts
India Limited**

Dhanraj Mulki
General Counsel & Company Secretary
Place: Mumbai
Date: September 1, 2020

Place: Chennai
Date: September 1, 2020