



July 1, 2017

MHRIL/SE/17-18/315

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,

Subject: Results of Postal Ballot and e-Voting along with Scrutinizer's Report

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the disclosures pertaining to the voting results of the Postal Ballot and remote e-voting conducted for seeking the approval of the Members in respect of the following business:

1. Ordinary resolution for Increase in the Authorised Share Capital and consequential alteration to the Capital Clause of the Memorandum of Association.
2. Ordinary resolution for Issue of Bonus Shares.

The aforesaid Resolutions are deemed to have been passed on **Friday, June 30, 2017**, being the last date for receipt of physical Postal Ballot Forms and for remote e-voting.

Mr. M. Damodaran from M. Damodaran & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for the Postal Ballot process, has submitted his report on the same, dated July 1, 2017. Based on his report, we confirm that all the Resolutions as contained in the Postal Ballot Notice dated May 19, 2017 were approved by the requisite majority of the Shareholders.

In accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report. The same can also be accessed on the website of the Company at the web-link <http://www.clubmahindra.com/about-us/investor-relations/investor-news>.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For **Mahindra Holidays & Resorts India Limited**


Dinesh Shetty
General Counsel & Company Secretary



Encl: As Above

Mahindra Holidays & Resorts India Limited

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

Date of AGM / EGM/ Postal Ballot Notice	May 19, 2017
Total no. of Shareholders on record date (Cut-off date i.e. May 19, 2017)	22,704
No. of shareholders present in the meeting either in person or through proxy –	Not Applicable
➤ Promoter and Promoter Group	
➤ Public	
No. of shareholders who attended the meeting through video Conferencing –	Not Applicable
➤ Promoter and Promoter Group	
➤ Public	

For Mahindra Holidays & Resorts India Limited

Binesh Shetty
General Counsel & Company Secretary

Agenda Item No. 1:

Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)		Ordinary						
Whether Promoter / Promoter Group are interested in the Agenda / resolution		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes against	% 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	-	5,99,27,077	100.00	5,99,27,077	0	100.00	0.00
	Poll	-	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,99,27,077	5,99,27,077	100.00	5,99,27,077	0	100.00	0.00
Public - Institutions	E-voting	-	1,62,42,225	84.9828	1,62,42,225	0	100.00	0.00
	Poll	-	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,91,12,367	1,62,42,225	84.9828	1,62,42,225	0	100.00	0.00
Public – Non Institutions	E-voting	-	7,05,639	7.2437	7,05,477	162	99.9770	0.0230
	Poll	-	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	-	15,299	0.1571	15,199	100	99.3464	0.6536
	Total	97,41,412	7,20,938	7.4008	7,20,676	262	99.9637	0.0363
Total		8,87,80,856	7,68,90,240	86.6068	7,68,89,978	262	99.9997	0.0003



Agenda Item No. 2:									
Issue of Bonus Shares									
Resolution required: (Ordinary/ Special)									
Whether Promoter / Promoter Group are interested in the Agenda / resolution									
Category	Mode of Voting	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	Ordinary
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	No
Promoter and Promoter Group	E-voting	-	5,99,27,077	100.00	5,99,27,077	0	100.00	0.00	
	Poll	-	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	5,99,27,077	5,99,27,077	100.00	5,99,27,077	0	100.00	0.00	
Public - Institutions	E-voting	-	1,62,42,225	84.9828	1,62,42,225	0	100.00	0.00	
	Poll	-	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	1,91,12,367	1,62,42,225	84.9828	1,62,42,225	0	100.00	0.00	
Public – Non Institutions	E-voting	-	7,05,639	7.2437	7,05,478	161	99.9772	0.0228	
	Poll	-	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	-	15,299	0.1571	15,199	100	99.3464	0.6536	
	Total	97,41,412	7,20,938	7.4008	7,20,677	261	99.9638	0.0362	
Total		8,87,80,856	76890240	86.6068	7,68,89,979	261	99.9997	0.0003	

For Mahindra Holidays & Resorts India Limited



Dinesh Shetty

General Counsel & Company Secretary

New No.6, Old No.12,
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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



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

**SCRUTINIZER'S REPORT
(POSTAL BALLOT INCLUDING E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended and the provisions of
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To,
The Chairperson

MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Registered Office: No 17/18, 2nd Floor, Mahindra Towers, Patullos Road, Chennai-600 002.

I, M. Damodaran, a Company Secretary in Practice, having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu - 600 028 have been appointed as a Scrutinizer by the Board of Directors of M/s. **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** (the Company) for the purpose of;

- (i) Scrutinizing the Postal Ballot process under the provisions of Section 110 of the Companies Act 2013 (the 2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and
- (ii) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of the 2013 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014,
for the following two resolutions proposed to be passed by the members through postal ballot and electronic voting:-
 - a) Ordinary Resolution for increase in the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.
 - b) Ordinary Resolution for Issue of Bonus Shares.



1. In accordance with the Notice of the Postal Ballot dated May 19, 2017, dispatched to the Shareholders by prescribed modes on May 26, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on May 27, 2017, the voting commenced on June 1, 2017 (at 09:00 AM) and ended on June 30, 2017 (at 05:00 PM) for physical ballots as well as for remote e-voting. The remote e-voting facility was provided by Karvy Computer share Private Limited (KARVY). The votes were unblocked at 05.00 PM on June 30, 2017 and the remote e-voting summary statement was downloaded from the e-voting website of KARVY (<https://evoting.karvy.com/>).
2. The Equity shareholders holding shares as on May 19, 2017, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity Shareholders who have voted "For" and "Against" and remote e-voting results downloaded from the e-voting website of KARVY are being handed over to the Chairperson/Company Secretary.
4. The Ballot Papers received were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of elimination of duplicate voting and no ballots were rejected on duplicate voting i.e. on remote e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by KARVY, the Registrar and Transfer Agent of the Company.

M. 




5. I submit herewith my report on the results of remote e-voting and voting through Postal Ballot as under:

Item: 1- Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

Details of valid votes

Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Postal Ballot	63	62	15,199	99.3464	1	100	0.6536	100
Remote E-Voting	111	107	7,68,74,779	99.9998	4	162	0.0002	100
Total	174	169	7,68,89,978	99.9997	5	262	0.0003	100

Details of Abstained votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	1	10
Total	1	10

Details of Invalid votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	10	555
E-Voting	0	0
Total	10	555

M. Damodaran



Item: 2- Issue of Bonus Shares

Details of valid votes

Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Postal Ballot	63	62	15,199	99.3464	1	100	0.6536	100
Remote E-Voting	111	108	7,68,74,780	99.9998	3	161	0.0002	100
Total	174	170	7,68,89,979	99.9997	4	261	0.0003	100

Details of Abstained votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	1	10
Total	1	10

Details of Invalid votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	10	555
E-Voting	0	0
Total	10	555

M. Damodaran



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



6. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots (physical) will remain in our custody until the Chairperson considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Thanking You,
Yours faithfully,


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

Place: Chennai
Date: July 1, 2017

For Mahindra Holidays & Resorts India Limited


S. Krishnan
Executive Director