



ClubMahindra

July 30, 2016

MHRIL/SE/16-17/

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 Regulations 30, 34(1) and 44(3) of the Securities And Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

We wish to inform you that the 20th Annual General Meeting (“AGM”) of the Company was held on Friday, July 29, 2016, at the Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

As per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 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 20th AGM. The Remote E-voting was open from Tuesday, July 26, 2016 at 9:00 a.m. (IST) to Thursday, July 28, 2016 at 5:00 p.m. (IST).

The Board of Directors had appointed Mr. M. Damodaran, Practising Company Secretary, as the Scrutinizer for the remote E-voting and Poll process at the AGM. Mr. M. Damodaran has carried out the scrutiny of all the electronic votes received up to 5:00 p.m. on Thursday, July 28, 2016 and Poll conducted at the AGM and has submitted his Report on July, 29, 2016.

Based on the Consolidated Report of the Scrutinizer, all Ordinary Resolutions as set out in the Notice of 20th Annual General Meeting have been duly approved by the Shareholders with requisite majority.



Contd...2

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



Club**Mahindra**

-2-

In this regard, please find enclosed the following:


1. Proceedings of the 20th Annual General Meeting of the Company, pursuant to Regulation 30 of the SEBI Listing Regulations as Annexure - A.
2. Disclosures pertaining to the voting results of the remote E-voting and Poll conducted at the 20th AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations as Annexure – B.
3. Consolidated Report of the Scrutinizers dated July 29, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rules made thereunder.
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI Listing Regulations, duly approved and adopted by the Shareholders as per the provisions of the Companies Act, 2013.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For **Mahindra Holidays & Resorts India Limited**


Dinesh Shetty
General Counsel & Company Secretary



Encl: a/a

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

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

Annexure A

Proceedings of the 20th Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 20th Annual General Meeting ("AGM" or "meeting") of the Members of Mahindra Holidays & Resorts India Limited ("the Company") was held on Friday, 29th July, 2016 at 3.00 p.m. at the Rani Seethai Hall, No. 603, Anna Salai, Chennai- 600 006.

Mr. Arun Kumar Nanda, Chairman of the Board, chaired the meeting. He welcomed the Members present at the meeting and introduced his fellow colleagues on the dais. The requisite quorum being present, the Chairman called the meeting in order. All the Directors of the Company attended the meeting in person except Mr. Sanjeev Aga, who regretted his inability to participate in this meeting due to some pre-scheduled Meetings.

As per the attendance records, 529 Members including 1 proxy were present. The Chairman informed the Members that the Statutory Registers, ESOP Certificate issued by Deloitte Haskins & Sells, Statutory Auditors and relevant documents referred to in the Notice of the 20th AGM are available for inspection by the Members at the AGM. It was further informed that, there are no qualifications, observations or comments in the Auditors' Reports on the Financial Statements (Standalone and Consolidated) and in the Secretarial Audit Report for the financial year ended March 31, 2016. The Notice of the 20th AGM, Report of Board of Directors, Auditors' Reports and Secretarial Audit Report were taken as read with the permission of the Members present.

The Chairman stated that the Company had provided the Members the facility to cast their vote electronically (Remote E-Voting), on all the resolutions set forth in the Notice of the 20th AGM. Members who were present at the 20th AGM and had not cast their vote through Remote E-Voting were provided an opportunity to cast their votes at the Meeting through Insta Poll. It was also informed to the Members that there would be no voting by "Show of Hands".

Thereafter, the Chairman delivered his speech.

The following items of business as laid down in the Notice of 20th AGM dated May 17, 2016, were transacted at the meeting:

1. a. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
- b. Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.



2. Declaration of Dividend of Rs.5/- per Equity Share of Face Value of Rs.10/- each
3. Re-appointment of Mr. Arun Kumar Nanda (DIN 00010029) as a Director, liable to retire by rotation
4. Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Registration Number-008072S), as the Statutory Auditors of the Company from the conclusion of the ensuing AGM till the conclusion of the next AGM of the Company to be held in the year 2017 and to fix their remuneration.

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the Reports and Financial Statements. Accordingly, the clarifications were provided to the queries raised by the Members.

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 20th AGM. The Chairman authorised Mr. Dinesh Shetty, Company Secretary to collect the Scrutinizer's Report and to declare the results of voting.

The Scrutinizer's Report was received on July 29, 2016 and accordingly all the Ordinary Resolutions as set out in the Notice of the 20th AGM were declared as passed with the requisite majority.

For Mahindra Holidays & Resorts India Limited .



Dinesh Shetty
General Counsel & Company Secretary

Annexure B

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

Date of AGM	July 29, 2016
Total no. of Shareholders on record date (July 22, 2016)	18,263
No. of shareholders present in the meeting either in person or through proxy –	
➤ Promoter and Promoter Group	1
➤ Public	528
No. of shareholders who attended the meeting through video Conferencing –	Not Applicable
➤ Promoter and Promoter Group	-
➤ Public	-



Agenda Item No. 1:

To receive, consider and adopt:

- a) the Audited Financial Statement for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon, and
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon

Category	Mode of Voting	No. of Shares held	No. of votes polled	Resolution required: (Ordinary/ Special)			Ordinary		
				Whether Promoter / Promoter Group are interested in the Agenda / resolution	% 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	E-voting	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
	Poll	6,65,85,642	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
Public - Institutions	E-voting	1,24,26,906	1,08,68,865	87.4624	1,08,68,865	0	100.00	0.00	
	Poll	1,24,26,906	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	1,24,26,906	1,08,68,865	87.4624	1,08,68,865	0	100.00	0.00	
Public – Non Institutions	E-voting	97,68,308	8,42,632	8.6262	8,42,621	11	99.9987	0.0013	
	Poll	97,68,308	110	0.0011	109	1	99.0909	0.9090	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	97,68,308	8,42,742	8.6273	8,42,730	12	99.9987	0.0013	
Total		8,87,80,856	7,82,97,249	88.1916	7,82,97,237	12	100.00	0.00	



Agenda Item No. 2: Declaration of Dividend on Equity Shares Resolution required: (Ordinary/ Special)									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (4)	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	Ordinary
									No
Promoter and Promoter Group	E-voting	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
	Poll	6,65,85,642	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
Public - Institutions	E-voting	1,24,26,906	1,08,68,865	87.4624	1,08,68,865	0	100.00	0.00	
	Poll	1,24,26,906	0	0	0	0	0	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	1,24,26,906	1,08,68,865	87.4624	1,08,68,865	0	100.00	0.00	
Public – Non Institutions	E-voting	97,68,308	8,42,632	8.6262	8,42,621	11	99.9987	0.0013	
	Poll	97,68,308	110	0.0011	109	1	99.0909	0.9090	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	97,68,308	8,42,742	8.6273	8,42,730	12	99.9987	0.0013	
Total		8,87,80,856	7,82,97,249	88.1916	7,82,97,237	12	100.00	0.00	



Agenda Item No. 3: Re-appointment of Mr. Arun Kumar Nanda (DIN 00010029) as a Director, liable to retire by rotation, being eligible for re-appointment.									
Resolution required: (Ordinary/ Special) Whether Promoter / Promoter Group are interested in the Agenda / resolution									
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	Ordinary No
Promoter and Promoter Group	E-voting	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
	Poll	6,65,85,642	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0.00	
Public - Institutions	E-voting	1,24,26,906	1,08,68,865	87.6424	1,08,56,753	12,112	99.8886	0.1114	
	Poll	1,24,26,906	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	1,24,26,906	1,08,68,865	87.6424	1,08,56,753	12,112	99.8886	0.1114	
Public – Non Institutions	E-voting	97,68,308	45,952	0.4704	45,939	13	99.9717	0.0282	
	Poll	97,68,308	110	0.0011	109	1	99.0909	0.9090	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	97,68,308	46,062	0.4715	46,048	14	99.9696	0.0304	
Total		8,87,80,856	7,75,00,569	87.2942	7,74,88,443	12,126	99.9844	0.0156	



Agenda Item No. 4: Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI Registration Number-008072S), as the Auditors of the Company and to fix their remuneration.

Category	Mode of Voting	No. of Shares held	No. of votes polled	Whether Promoter / Promoter Group are interested in the Agenda / resolution			Ordinary		
				(1)	(2)	(3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100
Promoter and Promoter Group	E-voting	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0	0
	Poll	6,65,85,642	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA
	Total	6,65,85,642	6,65,85,642	100.00	6,65,85,642	0	100.00	0	0
Public - Institutions	E-voting	1,24,26,906	1,08,68,865	87.4624	1,04,34,247	4,34,618	96.0013	3.9987	3.9987
	Poll	1,24,26,906	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA
	Total	1,24,26,906	1,08,68,865	87.4624	1,04,34,247	4,34,618	96.0013	3.9987	3.9987
Public - Non Institutions	E-voting	97,68,308	8,42,632	8.6262	8,42,616	16	99.9981	0.0019	0.0019
	Poll	97,68,308	110	0.0011	109	1	99.0909	0.9090	0.9090
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA
	Total	97,68,308	8,42,742	8.6273	8,42,725	17	99.9980	0.0020	0.0020
Total		8,87,80,856	7,82,97,249	88.1916	7,78,62,614	4,34,635	99.4449	0.5551	0.5551

For Mahindra Holidays & Resorts India Limited



Dinesh Shetty
General Counsel & Company Secretary

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
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 & INSTA POLL)

[Pursuant to Section 108 of the Companies Act, 2013 and
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 20th Annual General Meeting ("AGM") of the Equity Shareholders of
MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED (CIN: L55101TN1996PLC036595) held
on the 29th day of July, 2016 at 3.00 PM at Rani Seethai Hall, No.603, Anna Salai, Chennai -
600006.

Dear Sir,

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 the provisions of
Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations,
2015 ("SEBI Listing Regulations")

(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 20th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on
the 29th day of July, 2016 at 3.00 PM at Rani Seethai Hall, No.603, Anna Salai, Chennai -
600006.

2. The management of the Company is responsible to ensure the compliance with the
requirement of the Companies Act, 2013 and 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 20th 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 Insta Poll at AGM) is
restricted to make a consolidated scrutinizer's report of the voted cast "in favor" or
"against" the resolutions stated in the AGM Notice, based on the report generated from the

M. Damodaran
5051
M. DAMODARAN & ASSOCIATES
PRACTISING COMPANY SECRETARIES



M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

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.

Results of E-Voting and Insta Poll of M/s MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements for the FY 2015-16.

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)
Insta Poll	8	7	109	99.0909	1	1	0.9091	100
E-Voting	73	70	78297128	100	2	11	0	100
Total	81	77	78297237	100	3	12	0	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

M. Damodaran







M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

Item No: 2

Declaration of dividend on Equity Shares.

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)
Insta Poll	8	7	109	99.0909	1	1	0.9091	100
E-Voting	73	70	78297128	100	2	11	0	100
Total	81	77	78297237	100	3	12	0	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

M. 






M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Item No: 3

Re-appointment of Mr. Arun Kumar Nanda (DIN: 00010029) as Director, who retires by rotation and being eligible offers himself for re-appointment.

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)
Insta Poll	8	7	109	99.0909	1	1	0.9091	100
E-Voting	73	61	77488334	99.9844	5	12125	0.0156	100
Total	81	68	77488443	99.9844	6	12126	0.0156	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

M. Damodaran
5081
Company Secretary

[Handwritten signature]



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Item No: 4

Re-appointment of M/s. Messrs Deloitte Haskins & Sells, Chartered Accountants, Chennai (ICAI FRN 008072S) as the statutory auditors of the Company for the financial year ending March 31, 2017.

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)
Insta Poll	8	7	109	99.0909	1	1	0.9091	100
E-Voting	73	62	77862505	99.4449	10	434634	0.5551	100
Total	81	69	77862614	99.4449	11	434635	0.5551	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

M. Damodaran
5081
COMPANY SECRETARY



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



3. 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



Date: 29.07.2016
Place: Chennai

For Mahindra Holidays & Resorts India Limited


Dinesh Shetty
General Counsel & Company Secretary