

Declaration of Results of voting by Poll at the Court Convened Meeting of the Equity Shareholders of Mahindra Holidays & Resorts India Limited held on 19th February, 2014 at Chennai

Pursuant to the Order made on 9th day of December, 2013 by the Hon'ble High Court of Judicature at Madras in Company Application No: 1349 of 2013, a Meeting of the Equity Shareholder of Mahindra Holidays & Resorts India Limited was held at 4th Floor, Mahindra Towers, 17/18 Patullos Road, Chennai – 600 002, on Wednesday, 19th day of February, 2014 at 3.00 p.m. The Meeting was held for the purpose of considering and, if thought fit, approving, with or without modifications, the Scheme of Amalgamation and Arrangement of Bell Tower Resorts Private Limited with Mahindra Holidays & Resorts India Limited and their shareholders and creditors ("Scheme").

Mr. M. Pramesh Jain, Shareholder and Mr. M. Damodaran, Practicing Company Secretary, were appointed as Scrutineers. The Resolution for approving the Scheme was put to vote by Poll. The Scrutineers have submitted their Report to me and the result is as under:

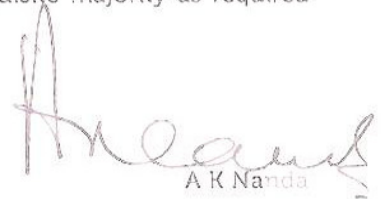
Total Poll Papers: 60

| SL.NO | | No.of Members | % | No.of Equity Shares of Rs.10/- each | % |
|-------|-------------------------------|---------------|-----|-------------------------------------|-----|
| 1. | Members voted in Person | 41 | - | 67,269,530 | - |
| 2. | Members voted by Proxy | 17 | - | 5,506,347 | - |
| 3. | Total Valid Poll Papers (1+2) | 58 | - | 72,775,877 | - |
| 4. | Members Voted in favour | 58 | 100 | 72,775,877 | 100 |
| 5. | Members voted against | Nil | Nil | Nil | - |
| 6. | Total Invalid Poll Papers | 2 | - | - | - |

All Members present (in person or by proxy) and casted valid votes at the Meeting voted in favor of the Scheme and I thereby declare the Scheme of Amalgamation and Arrangement for Amalgamation of Bell Tower Resorts Private Limited with Mahindra Holidays & Resorts India Limited approved by requisite majority as required under Section 391(2) of the Companies Act, 1956.

Place: Chennai

Date : 19th February, 2014



A K Nanda

Chairman appointed for the Meeting by the Hon'ble High Court of Judicature at Madras