



MHRIL/SE/14-15/
Date: 28th August, 2014

The Secretary
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 533088

The Secretary
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Name: MHRIL

Dear Sir,

Sub: Disclosure of Voting Results at the 18th Annual General Meeting of the Company held on 27th August, 2014 as per the requirements of Clause 35A of the Equity Listing Agreement

At the 18th Annual General Meeting ("AGM") of Mahindra Holidays & Resorts India Limited held on 27th August, 2014 at Vani Mahal, Main Hall, T. Nagar, Chennai - 600 017, all the items of business contained in the Notice of the AGM dated 3rd June, 2014 were transacted and approved by the Shareholders with requisite majority.

The details of the combined voting results (i.e. results of e-voting together with that of the poll conducted at AGM) are enclosed in the in the format prescribed under Clause 35A of the Equity Listing Agreement.

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

The Consolidated Results as per the Scrutinizers Report dated 27th August, 2014 is as follows:

Item No.	Resolutions	% Votes in favour	% Votes against	Invalid Votes
Ordinary Resolutions				
1.	Considering and adopt the Audited Financial Statements for the year ended 31 st March, 2014 together with the reports of the Board of Directors and Auditors thereon.	100.00	0.00	50
2.	Declaration of Dividend on Equity Shares	100.00	0.00	50
3.	Re-Appointment of Mr. A, K. Nanda, who retires by rotation and being eligible, offers himself for re-election	100.00	0.00	50
4.	Re- appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the next AGM of the Company.	95.51	4.49	50
5.	Appointment of Mr. Rohit Khattar, as an Independent Director, for a term of five consecutive years commencing from 27 th August, 2014.	100.00	0.00	50



6.	Appointment of Mr. Sridar Iyengar, as an Independent Director, for a term of five consecutive years commencing from 27 th August, 2014.	100.00	0.00	50
7.	Appointment of Mr. Cyrus J Guzder, as an Independent Director, for a term of five consecutive years commencing from 27 th August, 2014.	100.00	0.00	50
8.	Appointment of Mr. Sanjeev Aga, as an Independent Director, for a term of five consecutive years commencing from 27 th August, 2014.	100.00	0.00	50
Special Resolution				
9.	Creation of charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, if any, on such of the assets of the Company, both present and future, in such manner as the Board may deem fit.	100.00	0.00	50

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
For Mahindra Holidays & Resorts India Limited


Dinesh Shetty
Company Secretary



Encl: as above



Date of AGM	:	27 th August, 2014
Total number of Shareholders on record date	:	
- Book Closure Dates being 18 th August, 2014 to 27 th August, 2014	:	18,295
- Cut-off dates for ascertaining voting rights of Members i.e. 18 th July, 2014	:	17,922
Number of Shareholders present in the meeting either in person or through proxy.	:	
- Promoters and Promoters Group	:	1
- Public	:	370
Number of Shareholders attended the Meeting through Video Conferencing	:	
- Promoters and Promoters Group	:	Not arranged
- Public	:	



Agenda - wise

The Mode of Voting for all the resolutions was:

1. E- Voting conducted between
2. Poll (Electronically conducted at the meeting).

Given below is the resolution wise combined results of e-voting and poll.

Resolution 1:

Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356728	3.07%	356724	4	100%	0
Total	88780856	71293721	80.30%	71293717	4	100%	0



Resolution 2:

Declaration of Dividend on Ordinary Equity Shares (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356732	3.07%	356732	0	100%	0
Total	88780856	71293721	80.30%	71293717	0	100%	0

Resolution 3:

Appointment of a Director in place of Mr. A K Nanda, who retires by rotation and being eligible, offers himself for re-election. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356732	3.07%	356578	154	99.96%	0.04%
Total	88780856	71293721	80.30%	71293567	154	100%	0



Resolution 4:

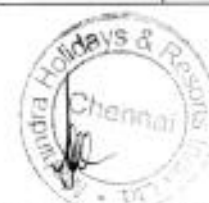
Re- appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the next AGM of the Company. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	1147428	3203919	26.37%	73.63%
Public - Others	11608425	356732	3.07%	356726	6	100%	0
Total	88780856	71293721	80.30%	68089796	3203925	95.51%	4.49%

Resolution 5:

Appointment of Mr. Rohit Khattar, as an Independent Director, for a term of five consecutive years commencing from 27th August, 2014. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356732	3.07%	356597	135	99.96%	0.04%
Total	88780856	71293721	80.30%	71293586	135	100%	0%



Resolution 6:

Appointment of Mr. Sridar Iyengar, as an Independent Director, for a term of five consecutive years commencing from 27th August, 2014. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.11%	4351347	0	100%	0
Public - Others	11608425	356732	3.07%	356347	385	99.89%	0.11%
Total	88780856	71293721	80.30%	71293336	385	100%	0

Resolution 7:

Appointment of Mr. Cyrus J Guzder, as an Independent Director, for a term of five consecutive years commencing from 27th August, 2014. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356622	3.07%	356487	135	99.96%	0.04%
Total	88780856	71293611	80.30%	71293476	135	100%	0



Resolution 8:

Appointment of Mr. Sanjeev Aga, as an Independent Director, for a term of five consecutive years commencing from 27th August, 2014. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.10%	4351347	0	100%	0
Public - Others	11608425	356732	3.07%	356598	134	99.96%	0.04%
Total	88780856	71293721	80.30%	71293587	134	100%	0

Resolution 9:

Appointment of Mr. Sanjeev Aga, as an Independent Director, for a term of five consecutive years commencing from 27th August, 2014. (Ordinary Resolution)

Promoter/ Public	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 of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2) *100]	(7)=[(5)/(2) *100]
Promoter and Promoter Group	66585642	66585642	100%	66585642	0	100%	0
Public - Institutional Holders	10586789	4351347	41.41%	4351347	0	100%	0
Public - Others	11608425	356672	3.07%	356647	25	99.99%	0.01%
Total	88780856	71293661	80.30%	71293636	25	100%	0



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

Scrutinizer's report

To

The Chairman of 18th Annual General Meeting of the members of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** to be held on the 27th day of August, 2014 at Vani Mahal, Main Hall, T. Nagar, Chennai-600017.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
 - (ii) the Chairman of the Annual General Meeting (AGM) for scrutinizing the poll process as ordered by him 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 18th AGM of the members of the Company, held on the 27th day of August, 2014 at Vani Mahal, Main Hall, T. Nagar, Chennai-600017.





M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 18th AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by National Depository Services Limited (NDSL), the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also at the time of poll, at the AGM.

3. I had issued a separate Scrutinizer's report dated 23rd August, 2014 on the e-voting process and a report dated 27th August, 2014 on the poll process, on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the poll as under:-






Item No. of Notice	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes (Favour and against)	Nos.	% of total number of valid votes (Favour and against)	
Item No. 1 of the Notice (as an Ordinary Resolution)	71293717	100%	4	0	50
Item No. 2 of the Notice (as an Ordinary Resolution)	71293721	100%	0	0	50
Item No. 3 of the Notice (as an Ordinary Resolution)	71293567	100%	154	0	50
Item No. 4 of the Notice (as an Ordinary Resolution)	68089796	95.51%	3203925	4.49%	50

M. DAMODARAN & ASSOCIATES
5081
COMPANY SECRETARIES



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Item No. 5 of the Notice (as an Ordinary Resolution)	71293586	100%	135	0	50
Item No. 6 of the Notice (as an Ordinary Resolution)	71293336	100%	385	0	50
Item No. 7 of the Notice (as an Ordinary Resolution)	71293476	100%	135	0	50
Item No. 8 of the Notice (as an Ordinary Resolution)	71293587	100%	134	0	50
Item No. 9 of the Notice (as a Special Resolution)	71293636	100%	25	0	50

Place: Chennai

Date: 27.08.2014

For **M. Damodaran & Associates**



M. Damodaran
(C.P.No. 5081)