

ClubMahindra

MHRIL/SE/ 2015-16/  
11<sup>th</sup> September, 2015

The Manager – Listing Department,  
National Stock Exchange of India Limited,  
"Exchange Plaza", 5th Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051  
Scrip Code: MHRIL

The General Manager  
Dept. of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Scrip Code: 533088

Dear Sir,

**Sub: Compliance with Clause 35A of the Listing Agreement – CCM Voting Results-  
Declaration of Results of Poll**

We wish to inform you that the Court Convened Meeting (CCM) of the Equity Shareholders of the Company was held on 10<sup>th</sup> September, 2015 at 3.00 p.m. at Mahindra Towers, Roof Top, 17/18 Patuilos Road, Chennai – 600 002.

As per the SEBI Circular No CIR/CFD/DIL/8/2013 issued on May 21, 2013, separate voting through postal ballot and e-voting is required only in certain specified cases. In the instant case pertaining to Scheme of Amalgamation and Arrangement (Scheme), since the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company and there is no issue of additional shares, the Scheme does not fall under any of the specified cases. Accordingly, separate voting through e-voting and postal ballot is not applicable.

An undertaking by the Company and certificate from the auditors Deloitte Haskins & Sells, Chartered Accountants regarding the non-applicability of voting through e-voting and postal ballot have been submitted to the respective Stock Exchanges as required under the aforesaid SEBI circular. The Stock Exchanges in turn have provided their NOC dated April 28, 2015 after considering the above.

The Chairman of the meeting had appointed Mr. M. Damodaran, Practising Company Secretary and Mr M Sundar, a shareholder of the Company, as Scrutinizers for the Poll. Mr. M. Damodaran and Mr M Sundar have carried out the scrutiny of all the Poll papers collected till the conclusion of the Meeting and have jointly submitted their Report on 10<sup>th</sup> September, 2015.

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Mahindra Holidays & Resorts India Limited

Registered & Corporate Office: Mahindra Towers, 2<sup>nd</sup> floor, 17/18, Patuilos Road, Chennai - 600 002. t: +91 44 3998 1000 f: +91 44 3027 7778  
e: memberrelations@clubmahindra.com w: www.clubmahindra.com CIN: L55101TN1996PLC036595



**ClubMahindra**

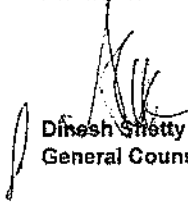
Based on the consolidated Report of the Scrutinizers, the Resolution as set out in the Notice of CCM for approval of the Scheme has been duly approved by the Shareholders with requisite majority.

Pursuant to provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to the voting result of the Poll conducted at the CCM along with the Scrutinizer's Report.

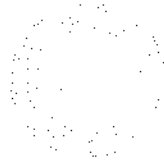
Kindly take the same on record.

Thanking you.

Yours faithfully,  
For Mahindra Holidays & Resorts India Limited



**Dinesh Shetty**  
General Counsel & Company Secretary



Encl: a/a



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Name of the Company	Mahindra Holidays & Resorts India Limited	
Date of the Meeting in terms of the Order of the Hon'ble High Court Judicature at Madras	10 <sup>th</sup> September, 2015	
Record Date	NA	
Book Closure Date	NA	
Total No. of shareholders on the date of the Meeting.	There is no record date.  The number of Equity Shareholders on the latest date closest to the meeting (based on the beneficiary position and shares held in physical form as on 4 <sup>th</sup> September, 2015) was 19,785	
Total number of Shareholders present in the meeting either in person or through proxy		
Category		No. of shareholders present in person (including Authorised Representatives) or through proxy
Promoter & Promoter Group	:	1
Public	:	99
Total		100
No. of Shareholders attended the meeting through video conferencing		
Promoter & Promoter Group	:	No Video Conferencing Facility was arranged.
Public	:	

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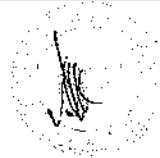
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The Results of Poll in the prescribed format is given below:

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
1.	To approve the Scheme of Amalgamation and Arrangement of Competent Hotels Private Limited and Divine Heritage Hotels Private Limited and Holiday on Hills Resorts Private Limited with Mahindra Holidays & Resorts India Limited and their Shareholders and Creditors under Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act, 1956	Resolution in terms of Section 391(2) of the Companies Act, 1956	Poll	Passed with Requisite Majority

Promoter/ Public	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
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	11560196	8100780	70.1354	8100780	0	100.00	0.00
Public – Others	10645018	782849	7.3541	782849	0	100.00	0.00
Total	88780856	75469271	85.0062	75469271	0	100.00	0.00

\* Only valid votes considered



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**Report of Scrutinizers of the Poll of the Equity Shareholders of Mahindra Holiday & Resorts India Limited at the Court Convened Meeting**

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To,

**Chairman appointed by the Hon'ble High Court of Judicature of Madras Court Convened Meeting of the Equity Shareholders of Mahindra Holidays & Resorts India Limited held on Thursday, 10<sup>th</sup> September, 2015 at 3.00 pm at Mahindra Towers, Roof Top, No. 17/18, Patullos Road, Chennai – 600 002.**

Dear Sir,

We, M. Damodaran, Practicing Company Secretaries, having office at New.No.6, Old No.12, Appavoo Gramani 1st street, Mandaveli, Chennai - 600 028, and Mr. M Sundar, Shareholder of Mahindra Holidays & Resorts India Limited, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the court convened meeting of the Equity Shareholders of Mahindra Holidays & Resorts India Limited held on Thursday, 10<sup>th</sup> September, 2015 at 3.00pm at Mahindra Towers, Roof Top, No. 17/18, Patullos Road, Chennai – 600 002, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:

Resolution considered in the court convened meeting of the Equity Shareholders:

*"RESOLVED that pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof) and subject to the approval of the concerned jurisdictional High Courts or such other competent authority, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Amalgamation and Arrangement of Competent Hotels Private Limited and Divine Heritage Hotels Private Limited and Holiday on Hills Resorts Private Limited with Mahindra Holidays & Resorts India Limited*

and their shareholders and creditors, placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

*FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to make and / or consent to any modifications, alterations or amendments in the scheme, which may be deemed to be necessary by them or which are desired, directed or imposed by the Hon'ble High Court of Judicature at Madras or any other authority and to take all such steps as maybe necessary and desirable to implement the Scheme and to give effect to this resolution."*

i. Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (in person or by proxy)	% of total number of valid votes cast
61	7,54,69,271	98.39%	100%

ii. Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (in person or by proxy)	% of total number of valid votes cast
NIL			

iii. Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (in person or by proxy)	% of total number of valid votes cast
1	30	1.61%	NA


5. A Compact Disc (CD) containing a list of equity shareholders who votes "FOR", "AGAINST" and those whose votes were declared invalid for each resolutions is enclosed herewith.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the meeting for safe keeping.


Thanking you

SIGNATURE OF THE SCRUTINIZERS

1.

  
M. Sundar  
(Shareholder  
Client ID -120360000295340)

2.

  
M.DAMODARAN  
Mem No:5837  
(Practising Company Secretary)

Place: Chennai  
Date : 10<sup>th</sup> September, 2015

