

# **M Siroya and Company** **Company Secretaries**

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066  
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## **SCRUTINIZER'S REPORT**

### **(Postal Ballot Including E-voting)**

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

Report to Mr. Dhanraj Mulki, Company Secretary of Mahindra Holidays & Resorts India Limited (CIN: L55101MH1996PLC405715), a company incorporated under the Companies Act, 1956 and having its Registered Office at Mahindra Towers, 1<sup>st</sup> Floor, A Wing, Dr. G.M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, Maharashtra, India, 400018 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to approve the business as mentioned in the Notice of Postal ballot dated November 18, 2024 ("Notice").

1. Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought for approval of business as mentioned in the Notice.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Board of Directors at their meeting held on October 25, 2024 to conduct the Postal Ballot exercise for passing of the Special Resolution as contained in the Notice dated November 18, 2024 ("Notice"). My responsibility as the Scrutinizer of the voting process is restricted only to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by KFin Technologies Limited ("KFintech"), the service provider.
3. On the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on November 15, 2024, the Company sent emails on November 18, 2024 to 83,470 Members who had registered their Email-Ids with the Company. In compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') read with relevant SEBI Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot. The communication of assent / dissent of the members was taken through the remote e-voting system only.

4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 5:00 p.m. on Wednesday, December 18, 2024, in respect of the Special Resolution as set out therein.
5. Members cast their votes on the remote e-Voting platform for the Resolution (which includes those who had registered their participation but abstained from E-voting), till 5:00 p.m. on Wednesday, December 18, 2024, being the last day for ~~receipt of duly completed Postal Ballot Forms and~~ remote e-Voting service facility arranged by KFintech, as per the said Notice.
6. In case of E-voting, Members' demographic details, their voting rights and voting pattern were provided by KFintech.
7. After the scrutiny of e-Voting results, I report that the **Special Resolution**, as contained in the said Notice, has been passed with Requisite Majority.

I have annexed with this Report, the details of the remote e-voting (**Annexure I**) and the analysis of the Result of the Resolution (**Annexure II**) as contained in the said Notice.

**For M Siroya and Company**  
*Company Secretaries*

**Mukesh Siroya**  
**Proprietor**  
**Membership No.: F5682; CP No.: 4157**  
**PR No.:1075/2021**  
**UDIN: F005682F003424231**  
Date: December 18, 2024  
Place: Mumbai

**Annexure I**

	<b>Postal Ballot (Remote E-Voting)</b>	
<b>Resolution No. 1</b>		
1	Number of members who participated in e-voting	351
2	Number of Remote E-Votes not considered/Abstained/invalid	2492
3	Number of Valid Votes	164594101

## Annexure II

### Analysis of Results of the Special Resolution as set out in the Notice

#### Item No. 1: Special Resolution

##### **1. Re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company**

Particulars	Number of members who have voted through Remote e-votes	Number of corresponding Remote e-votes	Percentage (%)
Assent	308	150741289	91.58
Dissent	37	13852812	8.42
Total	345	164594101	100

#### **Details of Invalid/Abstained Votes:**

Mode of Voting	Invalid votes		Abstained Votes	
	No. of Members who have voted through e-voting	No. of Votes	No. of Members who have abstained on voting through e-voting	No. of Votes
Remote E-Voting	Nil	Nil	6	2492

Accordingly, out of the total valid votes polled through E-Votes, **150741289** votes were cast **ASSENTING** to the Special Resolution constituting **91.58%** (Approx.) of the valid votes polled and **13852812** votes were cast **DISSENTING** to the Special Resolution constituting **8.42%** (Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 1 of the Notice is passed with **Requisite Majority**.

The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary/Authorized Person for preserving safely after the results of the postal ballot are declared.

**For M Siroya and Company  
Company Secretaries**

**Countersigned  
For Mahindra Holidays & Resorts India Limited**

**Mukesh Siroya  
Company Secretary  
Membership No. FCS 5682;  
CP No. 4157  
PR No.: 1075/2021  
UDIN: F005682F003424231**

**Dhanraj Mulki  
Company Secretary  
Membership No. F4631**

**Place: Mumbai  
Date: December 18, 2024**

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