

**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED** ("the Company") for the quarter and six months ended 30th September 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged /encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the quarter and six months ended 30th September 2014 of the Statement, from the details furnished by the Registrars.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)

B. Ramaratnam

B. Ramaratnam
Partner
Membership No. 21209

Mumbai, October 30, 2014



MAHINDRA HOLIDAYS & RESORTS INDIA LTD

Registered Office : Mahindra Towers, 17/18, Pattulos Road, Chennai - 600 002

Corporate Office : Mahindra Towers, Dr G M Bhosle Marg, Worli, Mumbai - 400 018

CIN:L55101TN1996PLC036595,w:www.clubmahindra.com,e:investors@mahindaholidays.com

Part I - STATEMENT OF FINANCIAL RESULTS (STANDALONE) FOR THE QUARTER ENDED SEPTEMBER 30, 2014

Sl No.	Particulars	Quarter ended			Six month ended		Year ended
		30-Sep-14 (Unaudited)	30-Jun-14 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-14 (Unaudited)	30-Sep-13 (Unaudited)	31-Mar-14 (Audited)
1	Net Sales/Income from Operations	17,842.48	17,493.52	17,142.83	35,336.00	33,748.35	73,018.01
2	Other Operating Income	1,982.36	1,122.86	1,772.35	3,105.22	3,196.80	4,733.94
3	Total Income (1+2)	19,824.84	18,616.38	18,915.18	38,441.22	36,945.15	77,751.95
4	Expenses						
a.	Employee benefits expense	4,016.87	3,737.83	3,997.20	7,754.70	7,818.12	17,416.29
b.	Sales & Marketing expenses	3,768.42	4,149.60	4,142.93	7,918.02	8,720.70	19,150.17
c.	Depreciation and amortisation expenses	1,725.67	1,489.72	854.46	3,215.39	1,675.58	3,802.69
d.	Other expenses	6,760.18	6,612.72	5,996.07	13,372.90	12,158.83	25,284.99
	Total Expenses	16,271.14	15,989.87	14,990.66	32,261.01	30,373.23	65,654.14
5	Profit from Operations before Other Income & finance costs (3-4)	3,553.70	2,626.51	3,924.52	6,180.21	6,571.92	12,097.81
6	Other Income	192.80	445.09	464.92	637.89	937.88	2,141.04
7	Profit before finance cost (5+6)	3,746.50	3,071.60	4,389.44	6,818.10	7,509.80	14,238.85
8	Finance costs	5.43	1.08	66.44	6.51	74.54	96.84
9	Profit before Tax (7-8)	3,741.07	3,070.52	4,323.00	6,811.59	7,435.26	14,142.01
10	Tax expense	1,269.54	1,028.43	1,440.46	2,297.97	2,451.27	4,688.54
11	Net Profit after tax (9-10)	2,471.53	2,042.09	2,882.54	4,513.62	4,983.99	9,453.47
12	Paid-up equity share capital (Face value Rs. 10 per share)	8,802.50	8,802.50	8,802.35	8,802.50	8,802.35	8,802.42
13	Reserves excluding revaluation reserves as per balance Sheet of previous accounting year						70,179.06
14	Earnings Per Share in Rupees (* not annualized)						
(a)	Basic	2.81*	2.32*	3.27*	5.13*	5.68*	10.76
(b)	Diluted	2.81*	2.32*	3.27*	5.13*	5.68*	10.75

Part II - SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2014

Sl No.	Particulars	Quarter ended			Six month ended		Year ended
		30-Sep-14	30-Jun-14	30-Sep-13	30-Sep-14	30-Sep-13	31-Mar-14
A	Particulars of Share holding						
1	Public shareholding						
	Number of shares	2,21,95,214	2,21,95,214	2,21,95,214	2,21,95,214	2,21,95,214	2,21,95,214
	Percentage of shareholding	25.00	25.00	25.00	25.00	25.00	25.00
2	Promoters and Promoter Group Shareholding						
a)	Pledged / Encumbered						
	Number of shares	-	-	-	-	-	-
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
	Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-
b)	Non - encumbered						
	Number of shares	6,65,85,642	6,65,85,642	6,65,85,642	6,65,85,642	6,65,85,642	6,65,85,642
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100	100
	Percentage of shares (as a % of the total share capital of the company)	75.00	75.00	75.00	75.00	75.00	75.00
	Particulars	Quarter Ended 30-Sep-14					
B	Investor Complaints						
	Pending at the beginning of the quarter				Nil		
	Received during the quarter				9		
	Disposed of during the quarter				9		
	Remaining unresolved at the end of the quarter				Nil		



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Particulars	As at 30-Sep-14 (Unaudited)	As at 31-Mar-14 (Audited)
A EQUITY & LIABILITIES		
1 Shareholder's funds		
Share Capital	8,802.50	8,802.42
Reserves and Surplus	66,772.41	70,179.06
Sub total - Shareholder's funds	75,574.91	78,981.48
2 Non-current liabilities		
Deferred tax liabilities (net)	4,078.62	5,898.31
Deferred Income - Entitlement fee	1,45,108.72	1,39,307.31
Other long-term liabilities	627.95	710.77
Long-term provisions	413.33	409.42
Sub total - Non-current liabilities	1,50,228.62	1,46,325.81
3 Current liabilities		
Short-term borrowings	-	291.36
Trade payables	9,006.62	9,216.09
Deferred Income - Entitlement fee	8,033.44	7,511.03
Other Current Liabilities	17,802.81	14,616.94
Short-term provisions	17.15	4,172.44
Sub total - Current liabilities	34,860.02	35,807.86
Total - EQUITY & LIABILITIES	2,60,663.55	2,61,115.15
B ASSETS		
1 Non-current assets		
Fixed assets	82,297.25	75,776.76
Non-current investments	14,190.31	14,607.50
Long-term loans and advances	17,002.39	17,711.77
Other non-current assets	38,469.05	38,441.71
Sub-total - Non-current assets	1,51,959.00	1,46,537.74
2 Current assets		
Current investments	1,901.89	1,266.46
Inventories	599.58	959.01
Trade receivables	88,328.84	84,341.62
Cash and cash equivalents	2,338.37	3,867.90
Short-term loans and advances	14,352.62	22,116.39
Other current assets	1,183.25	2,026.03
Sub-total - Current assets	1,08,704.55	1,14,577.41
TOTAL - ASSETS	2,60,663.55	2,61,115.15

Notes:

- The Statutory auditors of the Company have carried out a limited review of the unaudited financial results for the quarter and six months ended September 30, 2014. The financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on October 30, 2014.
- The above results for the quarter and six months period ended 30th September 2014, include results of Bell Tower Resorts Private Limited, an erstwhile wholly owned subsidiary, which got merged with the Company, consequent upon the Scheme of Amalgamation and Arrangement approved by the Hon'ble High Court of Bombay at Goa on 2nd May 2014 and by the Hon'ble High Court of Madras on 23rd June 2014. The Appointed date under the Scheme is 1st April 2013 and the Scheme became effective from 31st July 2014 upon filing of certified copy of the High Court order with the respective Registrar of Companies. In view of this, the results for the quarter and six months ended 30th September 2014 includes loss of Rs 4.28 crs of erstwhile Bell Tower Resorts Private Limited for the six months ended 30th September 2014 and hence are not comparable with the corresponding previous periods.
- Pursuant to the enactment of the Companies Act, 2013 (the 'Act'), the Company has provided depreciation in accordance with Schedule II to the Act. As a result (after considering the transitional provision specified in the Schedule II), the depreciation charge for the current quarter ended and six months ended 30th September 2014 is higher by Rs. 686.35 lakhs and Rs. 1218.25 lakhs respectively. Further, an amount of Rs.691.18 lakhs (net of deferred tax Rs.355.90 lakhs) has been debited to opening reserve in accordance with the transitional provisions specified in Schedule II.
- Pursuant to a "Share sale and purchase agreement" signed during previous quarter, the Company through Covington S.a.r.l, Luxemburg, its step down subsidiary acquired 18.8% stake in Holiday Club Resorts Oy Finaland (HCR), a leading European Vacation Ownership Company.
- The Company has a single reportable segment, namely sale of vacation ownership and other related services.
- Figures for the previous periods / year have been re-grouped / re-classified where necessary.



Mumbai, 30th October, 2014

For MAHINDRA HOLIDAYS & RESORTS INDIA LTD

Arun Nanda
Chairman