

Date: 21/12/2017

|   |   |
|---|---|
| <p><b>The Sr. General Manager - Listing Compliance,</b><br/><b>BSE Limited,</b><br/>24<sup>th</sup> Floor, P.J. Towers, Dalal Street,<br/>Mumbai - 400 001.</p> <p>Fax: 022 - 2272 3121/ 1278/ 1557<br/>E-Mail: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p> <p>Scrip ID: WONDERLA<br/>Scrip Code: 538268</p> | <p><b>The Vice President, Listing Department,</b><br/><b>National Stock Exchange of India Limited,</b><br/>'Exchange Plaza', Bandra Kurla Complex,<br/>Bandra (East), Mumbai - 400 051.</p> <p>Fax: 022 - 26598237/ 38<br/>E-Mail: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a></p> <p>Symbol: WONDERLA</p> |
|---|---|

Dear Sir/ Madam,

**Sub: Results of Postal Ballot.**

This has reference to our letter dated November 17, 2017 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of ordinary / special resolution vide postal ballot / electronic voting with respect to the following items of business:

1. Appointment of Mr. M. Ramachandran as an Independent Director.
2. Appointment of Mr. George Joseph as Whole-time Director.


Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions 1 and 2 as mentioned above have been passed by the members of the Company with requisite majority.

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on December 20, 2017.

Please find enclosed the voting results and scrutinizer's report.

Thanking you,

For Wonderla Holidays Limited

  
Srinivasulu Raju Y  
Company Secretary

**Branches**

**Bangalore (Reg. Office) :** 28th KM, Mysore Road, Bangalore - 562 109. Ph : +91 80 22010333/311; E-mail : [mail.blr@wonderla.com](mailto:mail.blr@wonderla.com)  
**Kochi :** Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph : 0484-2684001-6 Fax: 0484-2684001, E-mail : [mail.cok@wonderla.com](mailto:mail.cok@wonderla.com)  
**Hyderabad :** Kongara Raviryala P.O., Rangareddy District, Pin: 501 510, Ph : 040-23490300, E-mail : [mail.hyd@wonderla.com](mailto:mail.hyd@wonderla.com)

|  |   |
|--|---|
| Company Name   | WONDERLA HOLIDAYS LIMITED   |
| Date of the AGM/EGM  | Postal Ballot commenced on November 21, 2017 and concluded on December 20, 2017 |
| Total number of shareholders on record date  | 25409   |
| No. of shareholders present in the meeting either in Promoters and Promoter Group: |   |
| Public:  |   |
| No. of Shareholders attended the meeting through Promoters and Promoter Group:     | 0   |
| Public:  | 0   |

| Resolution required: (Ordinary/<br>Whether promoter/ promoter group are interested in the |                               | ORDINARY - Appointment of Mr. M. Ramachandran as an Independent Director |                         |   |                              |                            |  |  |
|---|-------------------------------|--|-------------------------|---|------------------------------|----------------------------|--|--|
| Category  | Mode of Voting                | No. of shares held (1)   | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)] * 100 | % of Votes against on votes polled (7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group   | E-Voting                      | 40109222   | 40109222                | 100.0000  | 40109222                     | 0                          | 100.0000   | 0.0000   |
|   | Poll                          | 40109222   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) | 40109222   | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting                      | 9903816  | 2509321                 | 25.3369   | 2509321                      | 0                          | 100.0000   | 0.0000   |
|   | Poll                          | 9903816  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | Postal Ballot (if applicable) | 9903816  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | E-Voting                      | 6487632  | 30466                   | 0.4696  | 30208                        | 258                        | 99.1531  | 0.8468   |
|   | Poll                          | 6487632  | 0                       | 0.0000  | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) | 6487632  | 6676                    | 0.1029  | 6676                         | 0                          | 100.0000   | 0.0000   |
| <b>Total</b>  |                               | 5650670  | 9265685                 | 54.9939   | 42655427                     | 258                        | 99.9999  | 0.0005   |



| ORDINARY - Appointment of Mr. George Joseph as Whole-time Director.                                      |                                  |                           |                            |  |                                 |                               |   |   |  |
|--|----------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|--|
| Resolution required: (Ordinary/<br>Whether promoter/ promoter<br>group are interested in the<br>Category | No                               | No. of shares<br>held (1) | No. of votes<br>polled (2) | % of Votes Polled<br>on outstanding<br>shares<br>(3) = [(2)/(1)] * 100 | No. of Votes - in<br>favour (4) | No. of Votes -<br>against (5) | % of Votes in<br>favour on votes<br>polled<br>(6) = [(4)/(2)] * 100 | % of Votes<br>against on votes<br>polled<br>(7) = [(5)/(2)] * 100 |  |
| Promoter and Promoter Group  | E-Voting                         | 40109222                  | 40109222                   | 100.0000   | 40109222                        | 0                             | 100.0000  | 0.0000  |  |
|  | Poll                             | 40109222                  | 0                          | 0.0000   | 00                              | 0                             | 0.0000  | 0.0000  |  |
| Public- Institutions   | Postal Ballot (if<br>applicable) | 40109222                  | 0                          | 0.0000   | 00                              | 0                             | 0.0000  | 0.0000  |  |
|  | E-Voting                         | 9903816                   | 2509321                    | 25.3369  | 2509321                         | 0                             | 100.0000  | 0.0000  |  |
| Public- Non Institutions   | Poll                             | 9903816                   | 0                          | 0.0000   | 00                              | 0                             | 0.0000  | 0.0000  |  |
|  | Postal Ballot (if<br>applicable) | 9903816                   | 0                          | 0.0000   | 00                              | 0                             | 0.0000  | 0.0000  |  |
| Public- Non Institutions   | E-Voting                         | 6487632                   | 30466                      | 0.4696   | 29895                           | 571                           | 98.1257   | 1.8742  |  |
|  | Poll                             | 6487632                   | 0                          | 0.0000   | 00                              | 0                             | 0.0000  | 0.0000  |  |
| Public- Non Institutions   | Postal Ballot (if<br>applicable) | 6487632                   | 6676                       | 0.1029   | 6676                            | 0                             | 100.0000  | 0.0000  |  |





CS SOMY JACOB BSC FCS  
CS JACOB. T. OOMMEN BSC FCS

**Somy Jacob & Associates**  
**Practising Company Secretaries**

3/6-6, 3<sup>rd</sup> Floor, Sheik Ali Complex, 3<sup>rd</sup> Cross  
Koramangala 2<sup>nd</sup> Block Bangalore- 560068 Karnataka.

The Chairman,  
Board of Directors  
Wonderla Holidays Limited  
28th KM, Mysore Road,  
Bangalore - 562 109,  
Karnataka

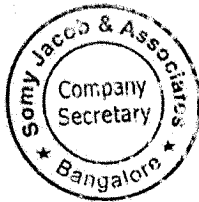
Date: December 21, 2017

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated November 15, 2017. Original Reports (2 copies) are sent through Courier.

Thanking you

Yours sincerely



CS Somy Jacob

F6269; CP No. 6728



CS SOMY JACOB BSC FCS  
CS JACOB. T. OOMMEN BSC FCS

## Somy Jacob & Associates Practising Company Secretaries

3/6-6, 3<sup>rd</sup> Floor, Sheik Ali Complex, 3<sup>rd</sup> Cross  
Koramangala 2<sup>nd</sup> Block Bangalore- 560068 Karnataka.

### REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)  
of the Companies (Management and Administration) Rules, 2014)

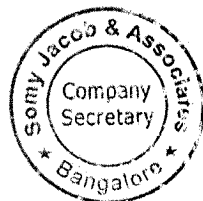
To,

The Chairman,  
Board of Directors  
Wonderla Holidays Limited  
28th KM, Mysore Road,  
Bangalore - 562 109,  
Karnataka  
CIN: L55101KA2002PLC031224

Dear Sir,

I, CS Somy Jacob Company Secretary in Practice Holding Membership No.F6269 and Certificate of Practice No. 6728, Partner of Somy Jacob And Associates, Practising Company Secretaries, 3rd Floor, Sheik Ali Complex, 3/6-6, 3rd Cross, Behind SBI Madivala, Koramangala 2nd Block Bangalore 560068, appointed as Scrutinizer by the Board of Directors of Wonderla Holidays Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated November 15, 2017 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated November 15, 2017, dispatched to the shareholders by prescribed modes on November 21, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on November 21, 2017, the voting commenced on November 21, 2017 (at 9: 00 hours) and ended on December 20, 2017 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited. The votes were unblocked at around 17:40 hours on December 20, 2017 and the e-voting summary statement was downloaded from e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).



2. The Equity Shareholders holding shares as on November 17, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the Karvy Computershare Private Limited (<https://evoting.karvy.com>) are being handed over to the Chairman.

4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company's R&TA and the authorizations / Power of attorney etc lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting and no ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared.

For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited, Hyderabad, the Registrar & Share Transfer Agents of the Company.

5. The result of the voting is as under:

**A) B) Resolution-1: Ordinary Resolution**

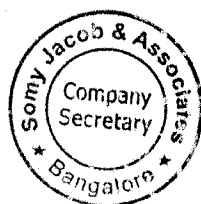
Appointment of Mr. M. Ramachandran as an Independent Director.

**i. Voted in favour of the resolution**

| Number of Members           |     | Number of vote cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|---|---------------------------------------|
| a) Voted by physical ballot | 40  | 6,676                                       |                                       |
| b) Voted by electronic mode | 80  | 4,26,48,751                                 |                                       |
| Total                       | 120 | 4,26,55,427                                 | 99.999                                |

**ii. Voted against the resolution:**

| Number of Members | Number of votes cast against the | % of total number of valid votes cast |
|-------------------|----------------------------------|---------------------------------------|
|-------------------|----------------------------------|---------------------------------------|



|                             |   |            |      |
|-----------------------------|---|------------|------|
|                             |   | resolution |      |
| a) Voted by physical ballot | 0 | 0          |      |
| b) Voted by electronic mode | 7 | 258        |      |
| Total                       | 7 | 258        | 0.00 |

**iii. Invalid votes:**

|  |                                    |
|--|------------------------------------|
| Total number of members whose votes declared invalid | Total number of votes cast by them |
| 1  | 10                                 |

**B) Resolution-2: Ordinary Resolution**


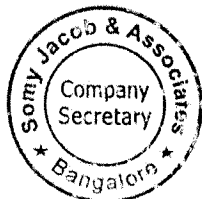
Appointment of Mr. George Joseph as Whole-time Director.

**i. Voted in favour of the resolution**

| Number of Members           |     | Number of vote cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|---|---------------------------------------|
| a) Voted by physical ballot | 40  | 6,676                                       |                                       |
| b) Voted by electronic mode | 79  | 4,26,48,438                                 |                                       |
| Total                       | 119 | 4,26,55,114                                 | 99.999                                |

**ii. Voted against the resolution:**

| Number of Members           |   | Number of vote cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|---|---|---------------------------------------|
| a) Voted by physical ballot | 0 | 0   |                                       |
| b) Voted by electronic mode | 8 | 571   |                                       |

|       |   |     |      |
|-------|---|-----|------|
| Total | 8 | 571 | 0.00 |
|-------|---|-----|------|

iii. **Invalid votes:**

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 10                                 |

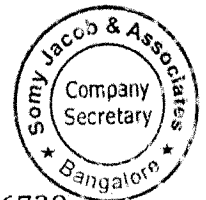
6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed *over* thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Somy Jacob  
FCS 6269, CP No. 6728  
Scrutinizer



Place: Bangalore

Dated: December 21, 2017