

Date: 09/08/2019

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

Sub: Details regarding Voting results of the Annual General Meeting

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed details regarding Voting results of the 17th Annual General Meeting of the Company held on 8th August, 2019 and the Scrutinizer's Report.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For Wonderla Holidays Limited


Srinivasulu Raju Y.
Company Secretary

Branches

Bangalore Park (Reg. Office): 28th KM, Mysore Road, Bangalore - 562 109 | Ph : +91 80 22010300 | E-mail : mail.blr@wonderla.com
Kochi Park : Pallikkara, Kumarapuram P.O., Kochi : 683 565 | Ph : +91 484 2684001 | E-mail : mail.cok@wonderla.com
Hyderabad Park : ORR Exit No. 13, Ravirala Post, Hyderabad : 501 510 | Ph : +91 40 23490300 | Email : mail.hyd@wonderla.com
Bangalore Resort : 28th KM, Mysore Road, Bangalore - 562 109 | Ph : +91 80 33710333 | E-mail : resort.blr@wonderla.com

| | |
|---|---------------------------|
| | WONDERLA HOLIDAYS LIMITED |
| Date of the AGM/EGM | 08-08-2019 |
| Total number of shareholders on record date | 26716 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 2 |
| Public: | 43 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

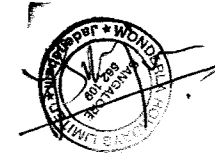
| | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Resolution No. | 1 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 3,91,88,538 | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 1,01,17,982 | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 72,12,406 | 73,281 | 1.0160 | 73,261 | 20 | 99.9727 | 0.0272 | 0 |
| | Poll | | 19,979 | 0.2770 | 19,979 | 0 | 100.0000 | 0.0000 | 6 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 93,260 | 1.293 | 93,240 | 20 | 99.9786 | 0.0214 | 6 |
| Total | | 5,65,18,926 | 4,64,55,744 | 82.1950 | 4,64,55,724 | 20 | 100.0000 | 0.0000 | 6 |

For Wonderla Holidays Limited

Srinivasulu Raju
Company Secretary



| | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Resolution No. | 2 | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Declaration of final dividend of Rs. 1.80 per equity share of Rs. 10 each for the year ended 31st March, 2019. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 3,91,88,538 | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 1,01,17,982 | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 72,12,406 | 73,281 | 1.0160 | 73,281 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 19,979 | 0.2770 | 19,979 | 0 | 100.0000 | 0.0000 | 6 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 93,260 | 1.293 | 93,260 | 0 | 100.0000 | 0.0000 | 6 |
| Total | | 5,65,18,926 | 4,64,55,744 | 82.1950 | 4,64,55,744 | 0 | 100.0000 | 0.0000 | 6 |

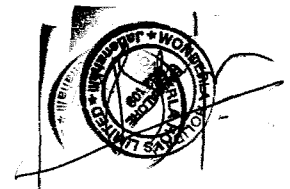


| Resolution No. | 3 | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation and being eligible, seeks re-appointment. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 3,91,88,538 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 3,91,88,538 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 3,91,88,538 |
| Public- Institutions | E-Voting | 1,01,17,982 | 71,73,946 | 70.9029 | 37,70,765 | 34,03,181 | 52.5619 | 47.4380 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 71,73,946 | 70.9029 | 37,70,765 | 34,03,181 | 52.5619 | 47.4381 | 0 |
| Public- Non Institutions | E-Voting | 72,12,406 | 70,261 | 0.9742 | 70,057 | 204 | 99.7096 | 0.2903 | 3,020 |
| | Poll | | 19,979 | 0.2770 | 19,979 | 0 | 100.0000 | 0.0000 | 6 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 90,240 | 1.2512 | 90,036 | 204 | 99.7739 | 0.2261 | 3,026 |
| Total | | 5,65,18,926 | 72,64,186 | 12.8527 | 38,60,801 | 34,03,385 | 53.1484 | 46.8516 | 3,91,91,564 |



| Resolution No. | 4 | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. M. Ramachandran as an Independent Director and Chairman of the Company. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 3,91,88,538 | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 3,91,88,538 | 100.0000 | 3,91,88,538 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Institutions | E-Voting | 1,01,17,982 | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 71,73,946 | 70.9029 | 71,73,946 | 0 | 100.0000 | 0.0000 | 0 |
| Public- Non Institutions | E-Voting | 72,12,406 | 73,281 | 1.0160 | 73,218 | 63 | 99.9140 | 0.0859 | 0 |
| | Poll | | 19,979 | 0.2770 | 19,979 | 0 | 100.0000 | 0.0000 | 6 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 93,260 | 1.293 | 93,197 | 63 | 99.9324 | 0.0676 | 6 |
| Total | | 5,65,18,926 | 4,64,55,744 | 82.1950 | 4,64,55,681 | 63 | 99.9999 | 0.0001 | 6 |

| Resolution No. | 5 | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Payment of remuneration to Mr. Arun K Chittilappilly, Non-Executive Director. | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| 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 | Votes Invalid |
| Promoter and Promoter Group | E-Voting | 3,91,88,538 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 3,91,88,538 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 1,01,17,982 | 71,73,946 | 70.9029 | 57,50,130 | 14,23,816 | 80.1529 | 19.8470 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 71,73,946 | 70.9029 | 57,50,130 | 14,23,816 | 80.1530 | 19.8470 | 0 |
| Public- Non Institutions | E-Voting | 72,12,406 | 70,261 | 0.9742 | 69,747 | 514 | 99.2684 | 0.7315 | 3,020 |
| | Poll | | 19,979 | 0.2770 | 19,939 | 40 | 99.7997 | 0.2002 | 6 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 90,240 | 1.2512 | 89,686 | 554 | 99.3861 | 0.6139 | 3,026 |
| Total | | 5,65,18,926 | 72,64,186 | 12.8527 | 58,39,816 | 14,24,370 | 80.3919 | 19.6081 | 3,91,91,564 |





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

Somy Jacob & Associates Practising Company Secretaries

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

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

Chairman

M/s. Wonderla Holidays Limited
28th KM, Mysore Road,
Bangalore - 562 109,
Karnataka

17th Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited Held on Thursday, the 08th August 2019 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka

Dear Sir,

I, CS Somy Jacob, Company Secretary in Practice Holding Membership No. F 6269 and Certificate of Practice No. 6728, Partner Somy Jacob And Associates, Practising Company Secretaries, 3rd Floor, Sheik Ali Complex, 3/6-6, 3rd Cross Koramangala 2nd Block, Bangalore - 560068, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions, at the 17th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held on Thursday, the 08th August 2019 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot boxes kept for polling was locked in my/our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar 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 result of the Poll is as under:

ORDINARY RESOLUTIONS

Resolution No.1: Adoption of Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 34 | 19979 | 99.97 |

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Number of members present and voting whose votes were declared invalid | Number of votes cast by them |
|--|------------------------------|
| 4 | 6 |

Resolution No.2: Declaration of final dividend of Rs. 1.80 (18%) per equity share of Rs. 10 each for the year ended 31st March, 2019.

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 34 | 19979 | 99.97 |

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Number of members present and voting | Number of votes cast by them |
|--------------------------------------|------------------------------|
|--------------------------------------|------------------------------|



| | |
|-----------------------------------|---|
| whose votes were declared invalid | |
| 4 | 6 |

Resolution No.3: Appointment of a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation and being eligible, seeks re-appointment.

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 34 | 19979 | 99.97 |

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Number of members present and voting whose votes were declared invalid | Number of votes cast by them |
|--|------------------------------|
| 4 | 6 |

SPECIAL RESOLUTIONS

Resolution No.4 : Re-appointment of Mr. M. Ramachandran as an Independent Director and Chairman of the Company.

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 34 | 19979 | 99.97 |

(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 valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid votes :



| | |
|--|------------------------------|
| Number of members present and voting whose votes were declared invalid | Number of votes cast by them |
| 4 | 6 |

Resolution No.5 : Payment of remuneration to Mr. Arun K Chittilappilly Non-Executive Director.

(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 valid votes cast |
| 33 | 19939 | 99.76 |

(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 valid votes cast |
| 1 | 40 | |

(iii) **Invalid votes :**

| | |
|--|------------------------------|
| Number of members present and voting whose votes were declared invalid | Number of votes cast by them |
| 4 | 6 |

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

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Somy Jacob & Associates
Practising Company Secretaries



Somy Jacob BSC., FCS.
Partner,
FCS 6269., CP No. 6728
Place: Bangalore
Date : 09.08.2019





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

Somy Jacob & Associates Practising Company Secretaries

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

COMBINED SCRUTINISER REPORT FOR REMOTE EVOTING AND POLL FOR M/s. WONDERLA HOLIDAYS LIMITED

To,
Chairman
M/s. Wonderla Holidays Limited
28th KM, Mysore Road,
Bangalore - 562 109,
Karnataka

17th Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited Held on Thursday, the 8th August 2019 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka

Sub. Passing of Resolutions through remote E voting and Poll conducted at the 17th Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited

I, CS Somy Jacob Company Secretary in Practice Holding Membership No. F 6269 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, Koramangala 2nd Block, Bangalore - 560068, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the poll taken on the below mentioned resolutions, at the 17th Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Thursday, the 8th August 2019 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka.

The Company had appointed Karvy Fintech Pvt. Ltd. (KFPL) as the service provider for extending the facility for the remote electronic voting to the members from Sunday 4th August, 2019 (9:00 am) to Wednesday 7th August, 2019 (5:00 pm). Karvy Fintech Pvt. Ltd. (KFPL) is the Registrar and Share Transfer Agent of the Company. The remote evoting results were unblocked by me on 8th August 2019 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 9th August 2019 attached herewith.

At the Annual General Meeting, the Company facilitated the Members present in the



meeting who could not participate in remote voting to record their votes through poll process, For details Kindly refer to my Scrutinizer Report in MGT 13 dated 09.08.2019 attached herewith.

The result of the Remote E-Voting together with that of the Poll is as under.

| Res No | Subject matter of resolution | Particulars of Business | Votes in favour of the resolution | | Votes against resolution | |
|---|---|-------------------------|-----------------------------------|--------------|--------------------------|--------------|
| | | | No | % | No | % |
| Ordinary Business- Ordinary Resolution | | | | | | |
| 1 | Adoption of Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. | E-voting | 46435745 | 99.95 | 20 | 0 |
| | | Poll | 19979 | 0.05 | 0 | 0 |
| | | Total | 46455724 | 100 | 20 | 0 |
| 2. | Declaration of final dividend of Rs 1.80 (18%) per equity share of Rs. 10 each for the year ended 31st March, 2019. | E-voting | 46435765 | 99.95 | 0 | 0 |
| | | Poll | 19979 | 0.05 | 0 | 0 |
| | | Total | 46455744 | 100 | 0 | 0 |
| 3. | Appointment of a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation and being eligible, seeks re-appointment. | E-voting | 3840822 | 52.87 | 3403385 | 46.85 |
| | | Poll | 19979 | 0.28 | 0 | |
| | | Total | 3860801 | 53.15 | 3403385 | 46.85 |
| Special Business- Special Resolution | | | | | | |
| 4. | Re-appointment of Mr. M. Ramachandran as an Independent Director and Chairman of the Company. | E-voting | 46435702 | 99.99 | 63 | 0 |
| | | Poll | 19979 | 0.1 | 0 | 0 |
| | | Total | 46455681 | 100 | 63 | 0 |
| 5. | Payment of remuneration to Mr. Arun K Chittilappilly Non-Executive | E-voting | 5819877 | 80.11 | 1424330 | 19.61 |
| | | Poll | 19939 | 0.28 | 40 | 0.0 |



| | | | | | | |
|--|-----------|-------|---------|-------|---------|-------|
| | Director. | Total | 5839816 | 80.39 | 1424370 | 19.61 |
|--|-----------|-------|---------|-------|---------|-------|

All the resolutions stand passed under Remote Evoting and poll as Ordinary/Special Resolutions with requisite majority as specified under the Companies Act 2013.

Thanking you,

Yours faithfully,

For Somy Jacob & Associates
Practising Company Secretaries



Somy Jacob BSC., FCS.
Partner,
FCS 6269., CP No. 6728



Place: Bangalore
Date : 09.08.2019



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

Somy Jacob & Associates Practising Company Secretaries

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

To,

Chairman

M/s. Wonderla Holidays Limited
28th KM, Mysore Road,
Bangalore - 562 109,
Karnataka

Sir,

SUB: SCRUTINISER REPORT FOR REMOTE EVOTING

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, Koramangala 2nd Block, Bangalore 560068, have been appointed by the Board of Directors of M/s. Wonderla Holidays Limited (CIN: L55101KA2002PLC031224) having registered office at 28th KM, Mysore Road, Bangalore - 562 109, Karnataka as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 17th Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Thursday, the 8th August 2019.

As the scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended the above remote electronic voting remained open to the members from Sunday, 4th August, 2019 (9:00 am) to Wednesday 7th August, 2019 (5:00 pm). Further the E-Voting period was completed on the date preceding the date of Annual General meeting.

On Completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended I have unblocked the votes on 8th August 2019 in the presence of two witnesses who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

The result of the Remote E Voting is as under.



| Res No | Subject matter of resolution | Total No of shares through evoting | ASSENT /IN FAVOUR OF | | | DISSENT/AGAINS T | |
|--|---|------------------------------------|----------------------------------|---------------------------------|---------------------|------------------|-------|
| | | | No of votes in favour on evoting | % of votes in favour on evoting | % of paidup Capital | No | % |
| Ordinary Business – Ordinary Resolution | | | | | | | |
| 1 | Adoption of Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. | 46435765 | 46435745 | 99.95 | 82.16 | 20 | 0 |
| 2. | Declaration of final dividend of Rs 1.80 (18%) per equity share of Rs. 10 each for the year ended 31st March, 2019. | 46435765 | 46435765 | 100 | 82.16 | 0 | 0 |
| 3. | Appointment of a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation and being eligible, seeks re-appointment. | 46435765 | 3840822 | 53.02 | 6.80 | 3403385 | 46.98 |
| Special Business- Special Resolution | | | | | | | |
| 4. | Re-appointment of Mr. M. Ramachandran as an Independent Director and Chairman of the Company | 46435765 | 46435702 | 99.99 | 82.16 | 63 | 0 |
| 5. | Payment of remuneration to Mr. Arun K Chittilappilly Non-Executive Director | 46435765 | 5819877 | 80.34 | 10.30 | 1424330 | 19.66 |

All the resolutions stand passed under Remote Evoting and poll as Ordinary/Special



Resolutions with requisite majority as specified under the Companies Act 2013.

Thanking you,

Yours faithfully,

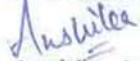
For Somy Jacob & Associates
Practising Company Secretaries

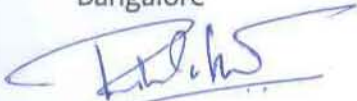


Somy Jacob BSC.,FCS.
Partner,
FCS 6269., CP No. 6728

Place: Bangalore
Date : 09.08.2019

Witness to the Unblocking Events


Ms. Anshika Arora
2nd Floor, Queens Elegance
18B Main Road, HSR Layout,
Bangalore



Mr. Ritesh Mathew
PJ Philip Apartments
Brindavan Nagar,
Sudaguntapalaya
Bangalore