



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.

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

17<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited Held on Thursday, the 08<sup>th</sup> 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 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held on Thursday, the 08<sup>th</sup> 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
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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, 3<sup>rd</sup> Floor, Sheik Ali Complex, 3<sup>rd</sup> Cross  
Koramangala 2<sup>nd</sup> 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

17<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited Held on Thursday, the 8<sup>th</sup> 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 17<sup>th</sup> 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, 3<sup>rd</sup> Floor, Sheik Ali Complex, 3/6-6, 3<sup>rd</sup> Cross, Koramangala 2<sup>nd</sup> 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 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Thursday, the 8<sup>th</sup> 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 4<sup>th</sup> August, 2019 (9:00 am) to Wednesday 7<sup>th</sup> 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 8<sup>th</sup> August 2019 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 9<sup>th</sup> 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	%
<b>Ordinary Business- Ordinary Resolution</b>						
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
		<b>Total</b>	<b>46455724</b>	<b>100</b>	<b>20</b>	<b>0</b>
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
		<b>Total</b>	<b>46455744</b>	<b>100</b>	<b>0</b>	<b>0</b>
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	
		<b>Total</b>	<b>3860801</b>	<b>53.15</b>	<b>3403385</b>	<b>46.85</b>
<b>Special Business- Special Resolution</b>						
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
		<b>Total</b>	<b>46455681</b>	<b>100</b>	<b>63</b>	<b>0</b>
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
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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, 3<sup>rd</sup> Floor, Sheik Ali Complex, 3<sup>rd</sup> Cross  
Koramangala 2<sup>nd</sup> 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 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Thursday, the 8<sup>th</sup> 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, 4<sup>th</sup> August, 2019 (9:00 am) to Wednesday 7<sup>th</sup> 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	%
<b>Ordinary Business – Ordinary Resolution</b>							
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
<b>Special Business- Special Resolution</b>							
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

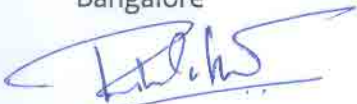


Somy Jacob BSC., FCS.  
Partner,  
FCS 6269., CP No. 6728

Place: Bangalore  
Date : 09.08.2019

Witness to the Unblocking Events

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



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