

Wonderla Holidays Limited

Regd. Office : 28th km, Mysore Road, Bangalore - 562 109, Ph : 080 - 22010333/322,
Fax : 080 - 22010324 E-mail : mail.blr@wonderla.com Website : www.wonderla.com
CIN :- L55101KA2002PLC031224



AMUSEMENT PARK & RESORT

To
The General Manager
Dept. of Corporate Services
BSE Ltd., P. J. Towers,
Dalal Street, Mumbai - 400 001

Date: 16/08/2015

Dear Sir/ Madam,

Sub: Details regarding Voting results in the Annual General Meeting

Ref: Clause 35A of the Listing Agreement

Scrip Code : 538268

Date of the AGM/ EGM: 12th August, 2015

Total number of shareholders on record date: 27277

No. of Shareholders present in the meeting either in person or through proxy: 61

Promoters and Promoter Group: 02

Public: 59

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil

Public: Nil

Item No. 1 of AGM Notice: Adoption of Audited financial statements.

Resolution required: (Ordinary/Special)

Mode of voting: (~~Show of hands/~~ Poll/ ~~Postal ballot/~~ E-voting)

Item No. 2 of AGM Notice: Declaration of final dividend of Rs. 1.50 (15%) per equity share of Rs. 10 each for the year ended 31st March, 2015.

Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands/~~ Poll/ ~~Postal ballot/~~ E-voting)

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

Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands/~~ Poll/ ~~Postal ballot/~~ E-voting)

Branches:

Kochi : Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph: 0484-2684001-6 Fax: 0484-2684001, E-mail: mail.cok@wonderla.com
Hyderabad : Kongara Raviryala P.O., Rangareddy District, Pin: 501 510, Ph: 040-23490300, E-mail: mail.hyd@wonderla.com

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CIN :- L55101KA2002PLC031224



AMUSEMENT PARK & RESORT

Item No. 4 of AGM Notice: Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands~~/ Poll/ ~~Postal ballot~~/ E-voting)

Item No. 5 of AGM Notice: Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores.

Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands~~/ Poll/ ~~Postal ballot~~/ E-voting)

Item No. 6 of AGM Notice: Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.

Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands~~/ Poll/ ~~Postal ballot~~/ E-voting)

Item No. 7 of AGM Notice: Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores.

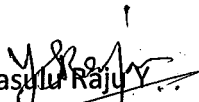
Resolution required: (Ordinary/ Special)

Mode of voting: (~~Show of hands~~/ Poll/ ~~Postal ballot~~/ E-voting)

Request you to take the same on record.

Thanking You,

Yours faithfully,
For Wonderla Holidays Limited


Srinivasulu Raju
Company Secretary

Branches:

Kochi : Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph: 0484-2684001-6 Fax: 0484-2684001, E-mail: mail.cok@wonderla.com
Hyderabad : Kongara Raviryala P.O., Rangareddy District, Pin: 501 510, Ph: 040-23490300, E-mail: mail.hyd@wonderla.com



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

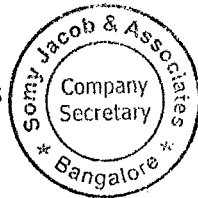
Somy Jacob & Associates Practising Company Secretaries

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

Details of Voting Results:

Sr.no	Particulars	Details
1.	Date of the AGM	12 th August 2015
2.	Total Number of shareholders as on record date	27,277
3.	No. of shareholders present in the meeting either in person or through proxy:	61
	Promoters and Promoter Group:	2
	Public: Members	58
	Proxy :	1
	No. of shareholders attended the meeting through Video Conferencing:	Not arranged
	Promoters and Promoter Group:	
	Public:	

For Somy Jacob & Associates
Practising Company Secretaries

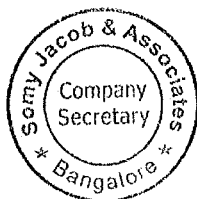


Somy Jacob FCS, Partner
FCS 6269 : CP 6728

Resolution No.1

Adoption of Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon (Ordinary Resolution)

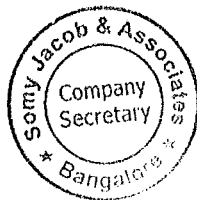
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares(3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40109222	40109222	100	40109222	0	100	0
Public Institutional holders	6216672	1800479	28.9621	1800479	0	100	0
Public-Others	10174776	111986	1.1006	108565	3421	96.9451	3.0548
Total	56500670	42021687	74.3738	42018266	3421	99.9919	0.0081



Resolution No.2

Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015 (Ordinary Resolution)

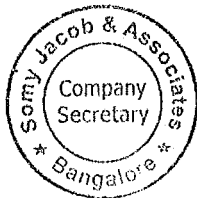
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares(3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40109222	40109222	100	40109222	0	100	0
Public Institutional holders	6216672	1800479	28.9621	1800479	0	100	0
Public-Others	10174776	111956	1.1003	108410	3546	96.8326	3.1673
Total	56500670	42021657	74.3737	42018111	3546	99.9916	0.0084



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 (Ordinary Resolution).

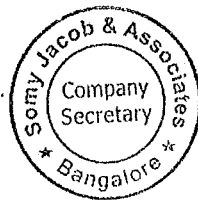

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares(3)= [(2)/(1)]*1 00	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	40109222	40109222	100	40109222		100	
Public Institutional holders	6216672	1800479	28.9621	1646297	154182	91.4366	8.5633
Public- Others	10174776	111986	1.1006	108443	3543	96.8362	3.1637
Total	56500670	42021687	74.3738	41863962	157725	99.6247	0.3753



Resolution No.4

Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution).

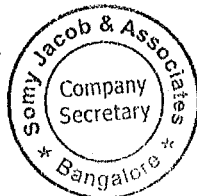
Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares(3)= [(2)/(1)]*1 00	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40109222	40109222	100	40109222		100	
Public Institutional holders	6216672	1800479	28.9621	1800479		100	
Public- Others	10174776	111986	1.1006	108556	3430	96.9371	3.0628
Total	56500670	42021687	74.3738	42018257	3430	99.9918	0.0082



Resolution No.5

Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores. (Special Resolution).

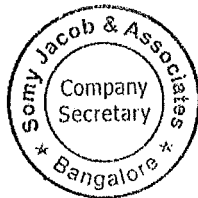
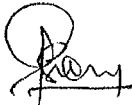
Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares(3) = [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40109222	40109222	100	40109222		100	
Public Institutional holders	6216672	1800479	28.9621	1800479		100	
Public- Others	10174776	111986	1.1006	108458	3528	96.8496	3.1503
Total	56500670	42021687	74.3738	42018159	3528	99.9916	0.0084



Resolution No.6

**Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.
(Special Resolution).**

Promoter/Pu blic	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	40109222	40109222	100	40109222		100	
Public Institutional holders	6216672	1800479	28.9621	1800479		100	
Public- Others	10174776	111986	1.1006	108458	3528	96.8496	3.1503
Total	56500670	42021687	74.3738	42018159	3528	99.9916	0.0084

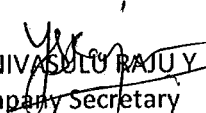


Resolution No.7

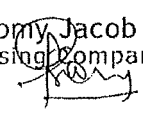
Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores (Special Resolution).

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares(3)= [(2)/(1)]*1 00	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40109222	40109222	100	40109222		100	
Public Institutional holders	6216672	1800479	28.9621	1800479		100	
Public- Others	10174776	111986	1.1006	108465	3521	96.8558	3.1441
Total	56500670	42021687	74.3738	42018166	3521	99.9916	0.0084

For Wonderla Holidays Limited


SRINIVASULU RAJU Y
Company Secretary

For Somy Jacob & Associates
Practising Company Secretaries


Somy Jacob FCS, Partner
FCS 6269 : CP 6728



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

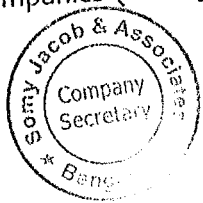
Sir,

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 Somy Jacob And Associates, Practising Company Secretaries 3rd Floor, Sheikh Ali Complex, 3/6-6, 3rd Cross Behind SBM Madivala Koramangala 2nd Block, Bangalore 560068 have been appointed by the Board of Directors of M/S Wonderla Holidays Limited (CIN: 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 13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held on Wednesday, the 12th August 2015.

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 from Saturday, 8th of August, 2015 (9:00 am) to Tuesday, 11th of August, 2015 (5:00 pm). Further the EVoting 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

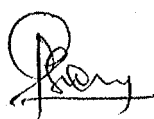
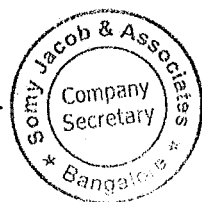


www.sjacobcs.com . Email: contact@sjacobcs.com Tel.: 080 25631465,41730995 Fax: 080 25630141

have unblocked the votes on 12th August 2015 in the presence of two witnesses who were not the employees of the Company. The names and signatures of the witnesses appear else where in this Report.

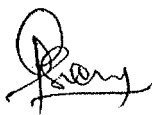
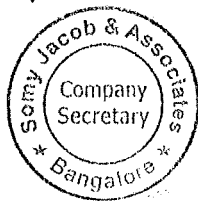
The result of the Remote E Voting is as under.

Res No	Subject matter of resolution	Total No of shares through evoting	ASSENT /IN FAVOUR OF			DISSENT/AGAINST	
			No of votes in favour on evoting	% of votes in favour on evoting	% of paidup Capital	No	%
Ordinary Business							
1	Adoption of Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.	41900818	41900818	100	74.16	0	0
2.	Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015.	41900818	41900738	99.99	74.16	50	0.01
3.	Appointment of a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation and being eligible, seeks re-appointment	41900818	41746514	99.62	73.89	154304	0.38

4.	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.	41900818	41900809	99.99	74.16	9	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION							
5.	Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores.	41900818	41900811	99.99	74.16	7	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION							
6.	Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.	41900818	41900811	99.99	74.16	7	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION							
7.	Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores.	41900818	41900818	100	74.15	0	0

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

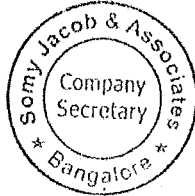
Thanking you,

Yours faithfully,

For Somy Jacob & Associates
Practising Company Secretaries



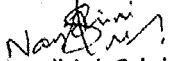
Somy Jacob BSC.,FCS.
Partner,
FCS 6269., CP No. 6728



Place: Bangalore

Date : 14.08.2015

Witness to the Unblocking Events



Ms Nandhini Srinivasan
Sri Sai PG for Ladies
5-3, 3rd Cross 3rd Main
Maruthi Nagar, Madivala
Bangalore 560068



Ms. Pooja Jain
NO 399 SHANTHI NILAYA 1st B Main
7th Block Koramangala
Bangalore 560095



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,

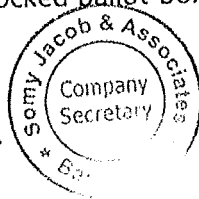
Chairman
M/S Wonderla Holidays Limited
28th KM, Mysore Road,
Bangalore - 562 109,
Karnataka

13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited Held on Wednesday, the 12th August 2015 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.F6269 and Certificate of Practice No. 6728, Partner Somy Jacob And Associates, Practising Company Secretaries 3rd Floor, Sheikh Ali Complex, 3/6-6, 3rd Cross Behind SBM Madivala Koramangala 2nd Block, Bangalore 560068 appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions, at the 13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held on Wednesday, the 12th August 2015 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, 2 (Two) ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were 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:

Resolution No.1 : Adoption of Balance Sheet as at March 31, 2015, 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
29	117448	97.1697

(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
4	3421	2.8303

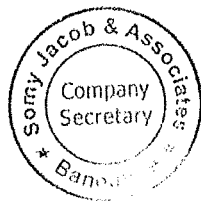
(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

Resolution No.2 : Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015.

(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
27	117373	97.1076

(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
6	3496	2.8924

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

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
29	117448	97.1697

(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
4	3421	2.8303

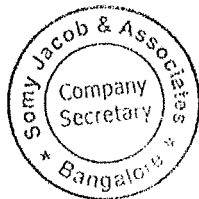
(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

Resolution No.4 : Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

(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
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29	117448	97.1697
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(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
4	3421	2.8303

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

Resolution No.5 : Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores..

(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
28	117348	97.0869

(ii) Voted against the resolution:

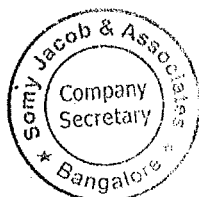
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	3521	2.9131

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

Resolution No.6: Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.

(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
28	117348	97.0869

(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
5	3521	2.9131

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

Resolution No.7 : Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores.

(i) Voted in favour of the resolution:

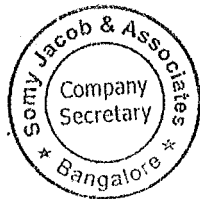
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	117348	97.0869

(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
5	3521	2.9131

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
5	2223

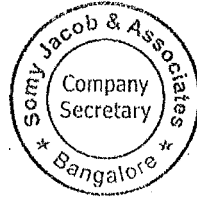
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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



A handwritten signature in black ink, appearing to read "Somy Jacob".

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

Place: Bangalore
Date : 14.08.2015



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**

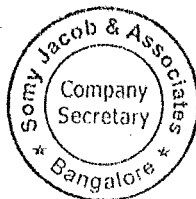
To,
Chairman
M/S Wonderla Holidays Limited
28th KM, Mysore Road,
Bangalore - 562 109,
Karnataka

13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited Held on Wednesday, the 12th August 2015 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 13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited

I, CS Somy Jacob Company Secretary in Practice Holding Membership No.F6269 and Certificate of Practice No. 6728, Partner Somy Jacob And Associates, Practising Company Secretaries 3rd Floor, Sheikh Ali Complex, 3/6-6, 3rd Cross Behind SBM Madivala 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 13th Annual General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held on Wednesday, the 12th August 2015 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka.

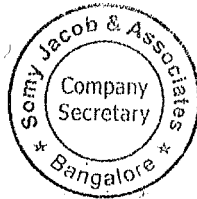
The Company had appointed Karvy Computershare Pvt. Ltd. (KCPL) as the service provider for extending the facility for the remote electronic voting to the members from Saturday, 8th of August, 2015 (9:00 am) to Tuesday, 11th of August, 2015 (5:00 pm). Karvy Computershare Pvt. Ltd. (KCPL) is the Registrar and Share Transfer Agent of the Company. The remote evoting results were unblocked by me on 12th August 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 13th August 2015 attached herewith.



At the Annual General Meeting, the Company facilitated the Members present in the meeting who could not participate in remote E voting to record their votes through poll process, For details Kindly refer to my Scrutinizer Report in MGT 13 dated 13.08.2015 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						
1	Adoption of Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.	E-voting	41900818		0	
		Poll	117448		3421	
		Total	42018266	99.99	3421	0.01
2.	Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015.	E-voting	41900738		50	
		Poll	117373		3496	
		Total	42018111	99.99	3546	0.01
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	41746514		154304	
		Poll	117448		3421	
		Total	41863962	99.62	157725	0.38
4.	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.	E-voting	41900809		9	
		Poll	117448		3421	
		Total	42018257	99.99	3430	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION						



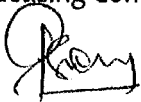
5.	Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores.	E-voting	41900811		7	
		Poll	117348		3521	
		Total	42018159	99.99	3528	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION						
6.	Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.	E-voting	41900811		7	
		Poll	117348		3521	
		Total	42018159	99.99	3528	0.01
SPECIAL BUSINESS- SPECIAL RESOLUTION						
7.	Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores.	E-voting	41900818		0	
		Poll	117348		3521	
		Total	42018166	99.99	3521	0.01

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

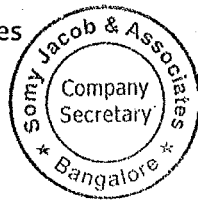
Thanking you,

Yours faithfully,

For Somy Jacob & Associates
Practising Company Secretaries



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



Place: Bangalore

Date : 14.08.2015



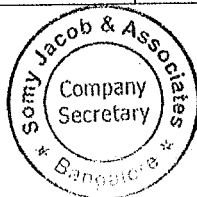
CS SOMY JACOB BSC FCS
CS JACOB. T. OOMMEN BSC FCS

Somy Jacob & Associates Practising Company Secretaries

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

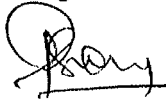
RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE THIRTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, 12TH AUGUST, 2015 AT 4.00 P.M.

Reso lutio n No.	Subject Matter of Resolution	Particular s of Business	Votes in favour of the Resolution		Votes Against the Resolution	
			No.s	%	No.s	%
1	Adoption of Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon	E-voting	41900818	100	0	0
2	Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015	E-voting	41900738	99.9999	50	0.0001
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	41746514	99.6317	154304	0.3683
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their	E-voting	41900809	100	9	0

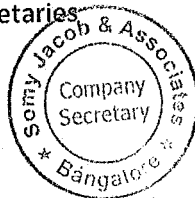


	remuneration					
5	Approval to borrow in excess of aggregate of the paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores.	E-voting	41900811	100	7	0
6	Approval for creation of mortgage and /or charge for borrowings upto Rs. 300 Crores.	E-voting	41900811	100	7	0
7	Approval to invest surplus funds of the Company in excess of the limits set forth in Section 186 of the Companies Act, 2013, but not exceeding Rs. 300 Crores	E-voting	41900818	100	0	0

For Somy Jacob & Associates
Practising Company Secretaries



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



Place: Bangalore
Date : 14.08.2015