

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

ORDINARY - Appointment of Mr. M. Ramachandran as an Independent Director									
Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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	Category
	No								
		Mode of Voting:							
		E-Voting	40109222	100.0000	40109222	0	100.0000	0.0000	
		Poll	40109222	0.0000	00	0	0.0000	0.0000	
		Postal Ballot (if applicable)		0.0000	00	0	0.0000	0.0000	
Promoter and Promoter Group		E-Voting	9903816	25.3369	2509321	0	100.0000	0.0000	
		Poll	9903816	0.0000	00	0	0.0000	0.0000	
		Postal Ballot (if applicable)	9903816	0.0000	00	0	0.0000	0.0000	
Public- Institutions		E-Voting	6487632	0.4696	30208	258	99.1531	0.8468	
		Poll	6487632	0.0000	00	0	0.0000	0.0000	
		Postal Ballot (if applicable)	6487632	0.1029	6676	0	100.0000	0.0000	
Public- Non Institutions		Total	36530670	12.5518	32655127	258	99.1531	0.8468	



SPECIAL - Appointment of Mr. George Joseph as Whole-time Director.										
Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Category										
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 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 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 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 Post. ! 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
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		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: Special 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
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**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