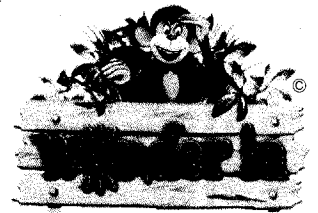


# Wonderla Holidays Limited

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

Date: 03/08/2016

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

Dear Sir/ Madam,

**Sub: Details regarding Voting results in the Annual General Meeting**

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

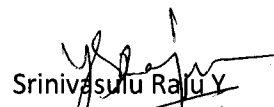
Please find enclosed the Details regarding Voting results in the 14th Annual General Meeting of the Company held on Monday, 1<sup>st</sup> August, 2016.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Wonderla Holidays Limited

  
Srinivasulu Ravi Y  
Company Secretary

Encl: As above

**Branches:**

**Kochi :** Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph: 0484-2684001-6 Fax: 0484-2684001, E-mail: mail.cok@wonderla.com  
**Hyderabad :** Kongara Raviryalu 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, 3<sup>rd</sup> Floor, Sheikh 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

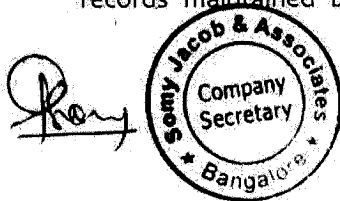
M/s. Wonderla Holidays Limited  
28th KM, Mysore Road,  
Bangalore - 562 109,  
Karnataka

14<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays  
Limited Held on Monday, the 01<sup>st</sup> August 2016 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 14<sup>th</sup> Annual  
General Meeting of the Equity Shareholders of M/S Wonderla Holidays Limited, held  
on Monday, the 01<sup>st</sup> August 2016 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:

**ORDINARY RESOLUTIONS**

**Resolution No.1 : Adoption of Balance Sheet as at March 31, 2016, 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
43	251226	100

(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
1	152

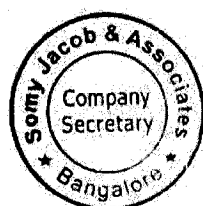
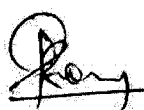
**Resolution No.2 : Declaration of final dividend of Rs. 0.50 per equity share of Rs. 10 each for the year ended 31st March, 2016.**

(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
40	251096	99.9483

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of
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present and voting (in person or by proxy)	them	valid votes cast
3	130	0.0517

(iii) Invalid votes :

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
1	152

**Resolution No.3 : Appointment of a Director in the place of Mr. Kochouseph Thomas Chittilappilly, 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
43	251226	100

(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
1	152

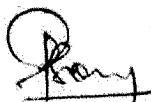
**Resolution No.4 : Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years and to fix their remuneration.**

(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
43	251226	100

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of
-------------------	-------------------------	----------------------



present and voting (in person or by proxy)	them	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
1	152

#### SPECIAL RESOLUTIONS

**Resolution No.5 : Approval for re-appointment of Mr. Arun K Chittilappilly as Managing 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
43	251226	100

(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 :

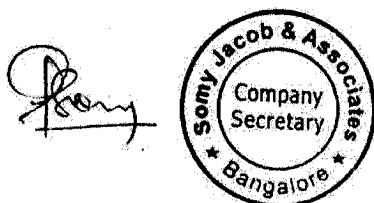
Number of members present and voting whose votes were declared invalid	Number of votes cast by them
1	152

**Resolution No.6: Approval for issue of shares under Employee Stock Option Scheme.**

(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
42	112073	44.6104

(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	139153	55.3896

(iii) Invalid votes:

Number of members present and voting whose votes were declared invalid	Number of votes cast by them
1	152

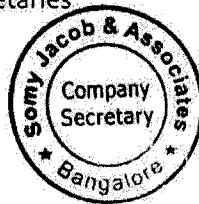
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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 : 02.08.2016



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

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

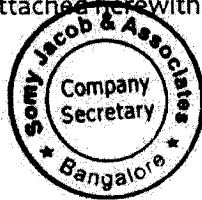
To,  
Chairman  
M/s. Wonderla Holidays Limited  
28th KM, Mysore Road,  
Bangalore - 562 109,  
Karnataka

14<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited Held on Monday, the 1<sup>st</sup> August 2016 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 14<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.F6269 and Certificate of Practice No. 6728, Partner of Somy Jacob And Associates, Practising Company Secretaries, 3<sup>rd</sup> Floor, Sheikh Ali Complex, 3/6-6, 3<sup>rd</sup> Cross Behind SBM Madivala, 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 14<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Monday, the 1<sup>st</sup> August 2016 at 4.00 PM at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka.

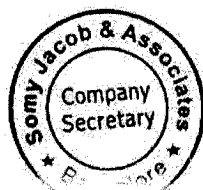
The Company had appointed Karvy Computershare Pvt. Ltd. (KCPL) as the service provider for extending the facility for the remote electronic voting to the members from Thursday, 28th of July, 2016 (9:00 am) to Sunday, 31st of July, 2016 (5:00 pm). Karvy Computershare Pvt. Ltd. (KCPL) is the Registrar and Share Transfer Agent of the Company. The remote voting results were unblocked by me on 1<sup>st</sup> August 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 2<sup>nd</sup> August 2016 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 02.08.2016 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, 2016, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.	E-voting	43246067		0	
		Poll	251226		0	
		Total	43497293	100	0	0
2.	Declaration of final dividend of 0.50 paisa per equity share of Rs. 10 each for the year ended 31st March, 2016.	E-voting	43766020		100	
		Poll	251096		130	
		Total	44017116	99.9995	230	0.0005
3.	Appointment of a Director in the place of Mr. Kochouseph Thomas Chittilappilly, who retires by rotation and being eligible, seeks re-appointment	E-voting	42122986		134134	
		Poll	251226		0	
		Total	42374212	99.6845	134134	0.3155
4.	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years and to fix their remuneration.	E-voting	43766020		0	
		Poll	251226		0	
		Total	44017246	100	0	0
Special Business						





5.	Approval for re-appointment of Mr. Arun K Chittilappilly as Managing Director.	E-voting	16970988		140	
		Poll	251226		0	
		<b>Total</b>	<b>17222214</b>	<b>99.9992</b>	<b>140</b>	<b>0.0008</b>
6.	Approval for issue of shares under Employee Stock Option Scheme.	E-voting	41240222		971371	
		Poll	112073		139153	
		<b>Total</b>	<b>41352295</b>	<b>97.3847</b>	<b>1110524</b>	<b>2.6153</b>

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 : 02.08.2016



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, Sheikh 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, 3<sup>rd</sup> Floor, Sheikh Ali Complex, 3/6-6, 3<sup>rd</sup> Cross, Behind SBM Madivala, Koramangala 2<sup>nd</sup> 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 14<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wonderla Holidays Limited, held on Monday, the 1<sup>st</sup> August 2016.


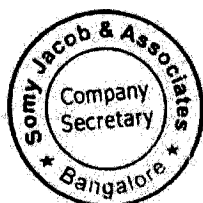
As the scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended the above remote electronic voting remained open to the members from Thursday, 28th of July, 2016 (9:00 am) to Sunday, 31st of July, 2016 (5:00 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 have unblocked the votes on 1<sup>st</sup> August 2016 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/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, 2016, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon	43766120	43246067	100	76.54	0	0
2.	Declaration of final dividend of 0.50 paisa per equity share of Rs. 10 each for the year ended 31st March, 2016.	43766120	43766020	99.9998	77.46	100	0.0002
3.	Appointment of a Director in the place of Mr. Kochouseph Thomas Chittilappilly, who retires by rotation and being eligible, seeks re-appointment.	43766120	42122986	99.6826	74.55	134134	0.3174
4.	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years and to fix their remuneration.	43766120	43766020	100	77.46	0	0
Special Business							

5.	Approval for re-appointment of Mr. Arun K Chittilappilly as Managing Director.	43766120	16970988	99.9992	30.03	140	0.0008
6.	Approval for issue of shares under Employee Stock Option Scheme.	43766120	41240222	97.6988	72.99	971371	2.3012

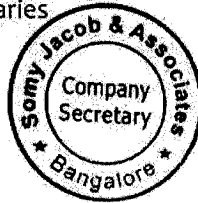
All the resolutions stand passed under Remote Evoting and poll as Ordinary/Special Resolutions with requisite majority as specified under the Companies Act 2013.

Thanking you,

Yours faithfully,

For Somy Jacob & Associates  
Practising Company Secretaries

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



Place: Bangalore  
Date : 02.08.2016

Witness to the Unblocking Events

Ms. Anuradha Shanbhag  
Sri Krishna, H.No. 83, 14<sup>th</sup> Main  
Muneshwara Block, Giri Nagar  
Bangalore 560085

Ms. Nandhini. Sri  
Sri Sai P.G, 5/3, 3<sup>rd</sup> Cross,  
Behind Ayyappa Temple, Madivala  
Bangalore 560068



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.

### WONDERLA HOLIDAYS LIMITED - SEBI REPORT (35A)

NAME: WONDERLA HOLIDAYS LIMITED

SLNO	DESCRIPTION					
A	DATE OF AGM		01-08-2016			
B	BOOK CLOSURE DATE		26-07-2016 TO 01-08-2016 ( BOTH DAYS INCLUSIVE )			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		22971			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		56			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	2	0	2	25285992	44.75344
	PUBLIC	52	2	54	275272	0.48720
	TOTAL	54	2	56	25561264	45.24064
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					

For Somy Jacob & Associates  
Practising Company Secretaries

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



Place: Bangalore  
Date : 02.08.2016