

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the resolutions appended below are proposed to be passed by the Members through postal ballot only by way of electronic voting (E-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

In terms of said Section of the Companies Act and rules thereunder, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by a Postal Ballot, shall, get any resolution (other than ordinary business and any business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting.

The Postal Ballot Notice is being sent by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In accordance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company (“Board”) has appointed Mr. Somy Jacob, Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot through E-voting process in a fair and transparent manner.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the E-voting. The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before April 30, 2022 and communicated on the same day to the Stock Exchanges, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, <http://www.wonderla.com/investor-relations/>

By order of the Board of Directors
For Wonderla Holidays Limited

Date: 16/03/2022
Place: Bengaluru

Srinivasulu Raju Y
Company Secretary

Special Business

Item no. 1 – Appointment of Mr. K Ullas Kamath as an Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. K Ullas Kamath (DIN: 00506681), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2022 in terms of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from April 01, 2022 to 31st March, 2027.”

Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. MEMBERS CANNOT EXERCISE VOTES BY PROXY.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 18, 2022. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's registrar and share transfer agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on March 18, 2022 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on March 18, 2022. The postal ballot period commences on Friday, March 25, 2022 (09:00 hours IST) and ends on Saturday, April 23, 2022 (17:30 hours IST).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the E-voting service facility provided by KFin Technologies Ltd. (KFin). The instructions for electronic voting are annexed to this Notice.
8. For Members whose E-mail addresses are not registered in their Demat accounts, KFin provides the following process to collect email addresses of members only for the limited purpose of sending postal ballot e-voting notice in case of electronic folios and for registration of e-mail addresses in case of physical folios:

Process of registration of email addresses:

Electronic Folios

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- (b) Select the company name
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN No.
- (d) Shareholder to enter the email id and Mobile No.
- (e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
- (f) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. Only).

- (g) System confirms the email id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for e-voting to the email given by shareholder

Physical Folios

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
 - (b) Select company name
 - (c) Shareholder to enter physical Folio No and PAN No.
 - (d) If PAN No is not available in the records, shareholder to enter one of the Certificate No.
 - (e) Shareholder to enter the email id and Mobile No.
 - (f) System check the authenticity of the Folio No. and PAN/Certificate No and send the different OTPs to Mobile and Email to Validate.
 - (g) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. Only).
 - (h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
 - (i) System confirm the registration of email id.
 - (j) System will send the notice & procedure for e-voting to the "email "given by shareholder.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board after the completion of scrutiny and the result of the E-voting will be announced by the Chairman or any director of the Company duly authorized, on or before April 30, 2022 and will also be displayed on the Company's website <http://www.wonderla.com/investor-relations/> and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on April 23, 2022 i.e., the last date specified for completion of E-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ E-voting.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") the Company is pleased to provide E-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of KFin Technologies Ltd. (KFin) for the purpose of providing E-voting facility to all its Members.

The E-voting period commences on Friday, March 25, 2022 (9:00 am) and ends on Saturday, April 23, 2022 (5:30 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) March 18, 2022, may cast their vote electronically. The E-voting module shall be disabled by KFin for

voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at <https://evoting.karvy.com/>

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) March 18, 2022.

Mr. Somy Jacob, Practising Company Secretary (Membership No. 6728) has been appointed as Scrutinizer to scrutinize the E-voting process.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors have appointed Mr. K Ullas Kamath (DIN: 00506681) as an Additional Director w.e.f 01.04.2022. The Board, based on the recommendation of the NRC, also approved the appointment of Mr. K Ullas Kamath as an Independent Director of the Company for a term of five consecutive years commencing from 01.04.2022, subject to the approval of Members.

Mr. Kasaragod Ullas Kamath has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a notice from a member proposing Mr. Kamath as a candidate for the office of Director of the Company.

For his work and leadership, he has won several awards over the years including the coveted "All India CA Business Achiever Award - SME Category" instituted by the Institute of Chartered Accountants of India. He is also the recipient of the CNBC Awaaz Best CEO AWARD in FMCG Category.

Mr. Kamath does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Kamath fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as Non-Executive Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Kamath as Non-Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kamath as an Independent Non-Executive Director for a term of five consecutive years from April 01, 2022 to 31st March, 2027. Mr. Kamath would bring with him immense experience to the Company in the areas of strategy, business & brand development and operations. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for approval of members. Mr. Kamath is not related to any Director of the Company.

Except Mr. Kamath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Postal Ballot Notice.

Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Kasaragod Ullas Kamath
Age	59 years
Date of first appointment on Board	The Board at its Meeting held on March 16, 2022 approved the appointment of Mr. K Ullas Kamath as an Additional Director with effect from April 01, 2022. The Board also approved the appointment of Mr. K Ullas Kamath as an Independent Director of the Company for a term of five consecutive years commencing from April 01, 2022 to March 31, 2027, subject to the approval of Members.
Brief resume including qualification and experience	<p>Mr. Kamath is a Master of Commerce, Bachelor of Law, Fellow Chartered Account, Associate Company Secretary, M.Sc (LSE) and did his Global Master's in management from London School of Economics.</p> <p>Mr. Kamath was the Joint Managing Director of Jyothy Labs Limited (JLL). While at JLL for 31 years, he was responsible for business development, new projects, Mergers & Amalgamations (M&A) and financial management. He has been the driving force in transforming JLL from a single brand family-owned enterprise to a multi- brand FMCG corporate.</p>
Expertise in specific functional areas	Business development, strategy, new projects, M&A, and financial management.
Other Directorships (as on March 16, 2022)	<p>V-Guard Industries Ltd., - Independent Director Snapdeal Ltd – Independent Director Veranda Learning Solutions Ltd – Independent Director Jyothy Fabricare Services Ltd – Director/ Promoter Jyothy Kallol Bangladesh Limited - Director Invest Karnataka Forum – Board Member Justice K. S. Hegde Institute of Management, NITTE – Board Member NITTE University – Program chair for the Executive program Innovationqore LLP, Partner</p> <p>He also serves as the Chairman of FICCI Karnataka State Council and member of FICCI Start Up Committee, New Delhi. He is a governing council member of Foundation for Innovation and Technology Transfer (FITT), IIT, New Delhi.</p>

Chairmanship/Membership of Committees in Companies in which position of Director is held (as on March 16, 2022)	<p>Jyothy Fabricare Services Limited Audit Committee – Member Nomination and Remuneration Committee – Member</p> <p>V-Guard Industries Limited Audit Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Chairman</p> <p>Snapdeal Limited Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Chairman</p> <p>Veranda Learning Solutions Limited Risk Management Committee – Chairman</p>
Listed entities from which the Director has resigned in the past three years	Jyothy Labs Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on March 16, 2022)	None
No. of board meetings attended during the financial year (FY 2022)	None
Terms and conditions of appointment including remuneration	<p>Appointed as an Independent Director for a term of five consecutive years commencing from April 01, 2022 to March 31, 2027, subject to the approval of Members.</p> <p>As an Independent Director, he is entitled to a sitting fee of Rs. 25,000 for each meeting of the Board and Rs. 15,000 for each meeting of the Board Level Committees attended by him. He is also entitled to a fixed remuneration of Rs. 8,00,000 per annum.</p>

By order of the Board of Directors
For Wonderla Holidays Limited

Date: 16/03/2022
Place: Bengaluru

Srinivasulu Raju Y
Company Secretary