

Date: 10/10/2024

<b>The General Manager, Listing Department, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, 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>
Scrip Code: 538268	Symbol: WONDERLA

Dear Sir/ Madam,

**Sub: Postal Ballot Notice**

Please find enclosed Postal Ballot Notice, seeking approval of the members of the Company on the special businesses as stated in the Notice. The Company proposes to pass the resolutions in the enclosed Postal Ballot Notice through electronic voting (e-voting). The Postal Ballot Notice is being sent to the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/ Registrar and Transfer Agent (RTA) as on October 4, 2024.

The e-voting period commences on October 11, 2024 (09:00 hours IST) and ends on November 09, 2024 (17:00 hours IST). The declaration of E-voting result will be on or before November 16, 2024.

Thanking You,

Yours faithfully,  
For Wonderla Holidays Limited

Srinivasulu Raju Y  
Company Secretary

**Parks & Resorts**

**Wonderla Kochi Park** : Palli kkarra, Kumarapuram P.O., Kochi-683 565, Ph: 0484 2684001 | Email: mail.cok@wonderla.com

**Wonderla Bengaluru Park** : 28<sup>th</sup> KM, Mysore Road, Bengaluru-562 109, Ph: 080 37230300 | Email: mail.blr@wonderla.com

**Wonderla Hyderabad Park** : ORRExit No. 13, Ravirala Post, Hyderabad-501 510, Ph: 040 23490300 | Email: mail.hyd@wonderla.com

**Wonderla Bengaluru Resort**: 28<sup>th</sup> KM, Mysore Road, Bengaluru-562 109, Ph: 080 35073965 | Email: resort.blr@wonderla.com

**WONDERLA HOLIDAYS LIMITED**

CIN: L55101KA2002PLC031224

Regd. Office: 28<sup>th</sup> KM, Mysore Road, Bangalore – 562109, Karnataka.

Website: [www.wonderla.com](http://www.wonderla.com) Email Id: [investors@wonderla.com](mailto:investors@wonderla.com) Tel: +91-80-37230372

---



**POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/24 dated September 19, 2024 issued by the Ministry of Corporate Affairs, or any other applicable Circulars issued by the Ministry of Corporate Affairs ("**MCA**") from time to time ("**MCA Circulars**"), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 or any other applicable circulars issued by SEBI from time to time ("**SEBI Circulars**") and other applicable laws, each as amended, to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot through remote electronic voting ("**remote e-voting**") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statements pertaining to the proposed resolution setting out the material facts and the rationale thereof forms part of this Postal Ballot Notice ("**Notice**").

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the KFin Technologies Ltd. ("**KFin**" / "**RTA**"). to provide remote e-voting facility for the equity shareholders of the Company for the resolution proposed in the postal ballot notice. The procedure for remote e-voting is detailed in the Notes to this Notice.

This Postal Ballot Notice will also be available on the Company's website at <https://www.wonderla.com/> the Company's Registrar and Share Transfer Agents at [www.evoting.kfintech.com](http://www.evoting.kfintech.com) and on the websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).

The Board of Directors of the Company has appointed Mr. Somy Jacob, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are as follows:

<b>Cutoff date for determining list of Members eligible for remote voting</b>	04-10-2024
<b>Date of Completion of dispatch of Notice (by electronic means) Members whose names appear in the Register of Members/List Beneficial Owners as received from Depositories as on Cut-off date</b>	10-10-2024
<b>Commencement of remote e-voting period</b>	11-10-2024
<b>Conclusion of remote e-voting period</b>	09-11-2024
<b>Declaration of results of Postal Ballot</b>	On or before 16-11-1024

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Saturday, November 9, 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his Report to the Chairman of the Company (“**Chairman**”) or any other person authorised by the Chairman, and the result of the remote e-voting will be announced within permissible timelines. The result declared along with the Scrutinizer’s Report shall be communicated in the manner as provided in this Notice.

Members requiring any clarification may contact +91-80-37230372, Company Secretary at the registered office of the Company or through e-mail viz., [investors@wonderla.com](mailto:investors@wonderla.com).

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. (IST) and 12.00 Noon (IST) up to November 9, 2024.

The Postal Ballot Notice has also been placed on the Company’s website viz, [www.wonderla.com](http://www.wonderla.com) for use by the Members.

#### **SPECIAL BUSINESS:**

**Item No. 1: To approve raising of funds in one or more tranches through further issue of equity shares and/or any other equity-based instrument(s) including through a qualified institutions placement for an amount not exceeding Rs. 800 crores.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 (1)(c), 71, 179 and other relevant provisions, if any, of the Companies Act, 2013 (“the **Act**”), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory

modification(s) and/ or re-enactment(s) thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the extant Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**") and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Karnataka at Bengaluru ("**ROC**"), Reserve Bank of India ("**RBI**"), BSE Limited, National Stock Exchange of India Limited (together the "**Stock Exchanges**") where the equity shares having face value of ₹ 10 each of the Company ("**Equity Shares**") are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any committee(s) duly constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board, and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, and/or any other equity based instrument(s) ("**Shares**"), *inter alia*, through one or more qualified institutions placement ("**QIP**") in accordance with Chapter VI of the SEBI ICDR Regulations, and/or by way of issuance and allotment in one or more tranches (including on preferential allotment basis) through offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents ("**Offering Circular**") to eligible investors, including eligible QIBs (as defined in the SEBI ICDR Regulations), residents and/ or non-residents (whether institutions, incorporated bodies, mutual funds or otherwise) venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/ or any other eligible category of investors as may be permissible under applicable laws (collectively, called the "**Investors**"), whether or not such Investors are members of the Company, to all or any of them, jointly or severally through an Offering Circular, as may be decided by the Board or a duly constituted committee thereof, in consultation with the Lead Manager(s) and/or Arrangers and/or other advisors and permitted under applicable laws and regulations, for such number of Equity Shares of the face value of Rs. 10 (Rupees Ten Only) each and for an aggregate amount not exceeding Rs. 800,00,00,000/- (Rupees Eight Hundred Crore Only), including premium, if any, on such terms and conditions considering prevailing market conditions and other relevant factors wherever necessary and on such terms and conditions as the Board may in its discretion determine in consultation with the lead manager(s) including without limitation, the timing of the issue(s) / offering(s), the investors to whom the shares are to be issued, terms of issue, issue price, number of shares to be issued, the Stock Exchanges on which such shares will be listed, finalisation of allotment of the shares on the basis of the subscriptions received

including details of face value, premium, / fixing of record date or book closure dates, etc., as the case may be and to the extent applicable, prescribe any terms or a combination of terms in respect of the shares in accordance with local and / or international practices including conditions in relation to the offer, voting rights, variation of price and all such terms as are provided in domestic and / or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto (“Issue”), at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the BRLM(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT**, pursuant to the above-mentioned resolution:

(a) the Shares proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;

(b) the Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(c) the number and/or price of the Equity Shares to be issued on conversion of Shares convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other shares, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and

(d) a minimum of 10% of the Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other Qualified Institutional Buyers (“QIBs”).

**RESOLVED FURTHER THAT** if the Company proposes to issue and allot any shares by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of shares shall only be to successful eligible QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of the Special Resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more Special Resolutions.

**RESOLVED FURTHER THAT** in the event of an issue of shares by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP and as defined under Regulation 171 of SEBI ICDR Regulations, on the basis of which the price of the Shares shall be determined

as specified under SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the shares.

**RESOLVED FURTHER THAT** if the Issue or any part thereof is made by way of a QIP, in terms of Chapter VI of the SEBI ICDR Regulations as may be applicable, the Shares shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time and the minimum number of allottees shall be as per the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** any issue of Shares made by way of a QIP under Chapter VI of SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”). Furthermore, the Board may, at its absolute discretion and in consultation with the Book Running Lead Managers (“**BRLM(s)**”), also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** for the issuance of Equity Shares by way of QIP the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares; makes a rights issue of Equity Shares; consolidates its outstanding Equity Shares into a smaller number of shares; divides its outstanding Equity Shares including by way of stock split; re-classifies any of its Equity Shares into other securities of the issuer; and is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** the issue and allotment of fully paid-up Shares, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, and other applicable laws (or any combination of the Shares as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI Regulations shall be complied with.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the equity shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in

granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid shares may have such features and attributes, or any terms or combination of terms to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, terms pertaining to voting rights, share premium and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the shares that are not subscribed in accordance with applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, and in consultation with the BRLM(s), to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as preliminary placement document, the placement document, any offering document, and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, terms of the Issue, identification and class of the investors to whom the shares are to be offered, utilization of the issue proceeds and if the issue size exceeds Rs. 1,00,00,00,000/- (Rupees Hundred Crore Only), the Board must make arrangements for the use of proceeds of the issue to be monitored by a monitoring agency registered with SEBI, in accordance with SEBI ICDR Regulations, to sign preliminary placement document, the placement document, any offering document, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price (including premium, if any), number of shares, discount on the issue price, premium amount on issue and all other terms and conditions of the shares, signing of declarations, file any necessary forms with regulatory authorities and allot the shares and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the equity shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage book running lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute

all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such shares issued on the Stock Exchanges

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

**Item No. 2: To approve increase of authorised share capital of the Company and alteration of capital clause of Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from existing Rs. 60,00,00,000 (Rupees Sixty crores) divided into 6,00,00,000 (Six crores) Equity Shares of Rs.10/- each to Rs. 80,00,00,000 (Rupees Eighty crores) divided into 8,00,00,000 (Eight crores) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

**“V.** The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty crores only) divided into 8,00,00,000 (Eight crores) Equity Shares of Rs. 10/- each capable of being increased in accordance with Company’s regulations and legislative provisions for the time being in force in this regard. The share capital of the Company for the time being whether original or increased may be divided into several classes with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The company shall have the power to issue redeemable or irredeemable preference shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



**Item No. 3: To approve adoption of new Articles of Association.**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules prescribed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and subject to such terms, conditions, amendments, or modifications, if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the new draft Articles as contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company, which is available for public inspection at the Registered Office of the Company and on the Company’s website at [www.wonderla.com](http://www.wonderla.com);

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

By order of the Board of Directors  
For Wonderla Holidays Limited

Date: 04/10/2024  
Place: Bengaluru

Srinivasulu Raju Y  
Company Secretary

## Notes

1. Approval of Members of the Company is solicited by passing requisite resolution through Postal Ballot/ E-Voting for business set out in this Notice. The explanatory statement pursuant to Section 102 read with Section 110 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 October 4, 2024 ("**Cut Off Date**"). 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. A copy of this Postal Ballot Notice shall also be available on the website of the Company (<https://www.wonderla.com/>), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited, Registrar and Transfer Agent of the Company ("**KFintech**" or "**RTA**" or "**KFin**").
5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut Off Date will be considered for the purpose of voting. A person who is not a Member as on the Cut Off Date should treat this notice for information purposes only.
6. Voting rights of a member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.
7. Resolutions passed by Members with requisite majority, through postal ballot/e-voting shall be deemed to have been passed at a General Meeting of Members convened on that behalf and the last date of the E-Voting i.e., November 9, 2024, shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut Off Date. The postal ballot period commences on October 11, 2024.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, 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. The instructions for electronic voting are annexed to this Notice.

9. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure provided below.
10. 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.
11. Mr. Somy Jacob, Practising Company Secretary (Membership No. 6728) has been appointed as Scrutinizer to scrutinize the postal ballot and e-voting process. The Scrutinizer will submit his report to the 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 November 16, 2024 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. The results of the Postal Ballot/E-Voting is being uploaded on the company's website at <http://www.wonderla.com/investor-relations/> and on the website of stock exchanges at BSE Limited and the National Stock Exchange of India Limited and on the website of KFinTech <https://evoting.kfintech.com/>.

12. All documents referred to in this Postal Ballot Notice shall be available for inspection electronically on the website of the Company from the date of dispatch of the Postal Ballot Notice until the last date of voting by remote e-voting. Members seeking to inspect such documents may also send an email to [investors@wonderla.com](mailto:investors@wonderla.com)
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on November 9, 2024 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 "**SEBI 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 October 11, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 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. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Wonderla Holidays Limited - Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

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

Pursuant to Section 102 of the Companies Act 2013 read with rules made thereunder and SEBI Listing Regulations, SEBI ICDR Regulations and others, the following statement sets out all material facts concerning each item of special business mentioned under Items of the accompanying Notice:

### **Item No. 1**

The Company foresees growth opportunities in its existing market and continues to evaluate options to improve its market share and accelerate its business growth. Towards this, the Company continues to require funds for achieving such growth and expansion. Accordingly, the Board of Directors (hereinafter called the “**Board**”) at its meeting held on October 4, 2024, has granted its approval for exploring available options for raising of funds through permitted instruments, including but not limited to, by way of issuance of equity shares and/or instruments convertible into equity shares, including by way private placement, qualified institutions placement, preferential issue, or any other permissible modes, for an amount not exceeding Rs. 800 crores, in one or more tranches, and subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals.

### ***Object of the issue***

The Company shall utilize the proceeds from the issue (after adjustment of expenses related to the issue, if any) (“**Net Proceeds**”) in following manner:

The funds will be utilized for building Chennai Park, expansion of Bangalore Resort and for construction of new Parks in the near future as well as for general corporate purposes and other fund requirements of the Company, subject to applicable law. The details for deployment of funds will be specifically mentioned in the preliminary placement document/ placement document in terms of applicable circulars of BSE and NSE, in this regard as well as the SEBI ICDR Regulations.

The Board or a duly authorised committee shall decide the specific objects towards which the Net Proceeds shall be deployed and will be dependent on multiple factors such as, inter alia, market conditions, timing of the offer and other internal and external factors. Pending utilisation of the proceeds from the QIP, the Company shall invest such proceeds in money market instruments including money market/debt mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other permitted modes as per applicable laws and other instruments as approved by the Board of Directors from time to time.

The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institutions placement. If the Net Proceeds are not completely utilised for the purposes stated hereinabove due to any factor whatsoever the same would be utilised (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law. In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range

of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022.

Accordingly, as approved by the Board of Directors of the Company ("**Board**") at their meeting held on October 4, 2024 and in order to fulfil the aforesaid objects of the Company, is proposed to have an enabling approval for raising funds [by way of issuance of equity shares of face value ₹ 10/- (Rupees Ten Only) each ("**Equity Shares**"), in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLM(s) and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 800,00,00,000/- (Rupees Eight Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Shares) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**") or any other permitted modes at a price to be determined as per the SEBI ICDR Regulations or as per other applicable rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, *inter alia*, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, the Registrar of Companies with which the Company is incorporated, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

***Certain terms of the proposed offer, in the manner as set out in the resolution vide agenda item no. 1 of this Notice, would be as under:***

The Resolution further seeks to empower the Board of Directors to undertake a QIP as prescribed by the SEBI ICDR Regulations. The Board of Directors may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

The Issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations as follows:

- i. the allotment of Shares shall only be made to qualified institutional buyers ("**QIBs**") as defined under SEBI ICDR Regulations;
- ii. the Equity Shares to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum of association and the updated articles of association of the Company;

- iii. the allotment of the Shares shall be completed within 365 days from the date of passing of the Special Resolution in accordance with the SEBI ICDR Regulations and applicable laws;
- iv. a minimum of 10% of the Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- v. the “relevant date” for the purposes of pricing of the Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP;
- vi. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible shares offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the Special Resolution;
- vii. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.
- viii. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- ix. the Shares to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- x. A discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the floor price may be provided in terms of the SEBI ICDR Regulations;
- xi. the Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and
- xii. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the Special Resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a Special Resolution.

Since the Special Resolution proposed in the business of the notice may result in the issuance of Equity Shares to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its shares under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the

aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and SEBI Listing Regulations, for issuance of Shares.

The Equity Shares allotted pursuant to the Issue shall rank in all respects pari passu with the existing Equity Shares of the Company. The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

***Maximum Amount to be raised/ number of Shares to be Issued:***

The total amount to be raised, in one or more tranches, by issuance of Shares through QIP as mentioned in the resolution would be up to ₹ 800,00,00,000/- (Rupees Eight Hundred Crores Only) or its equivalent in any other currency(ies). The issue of Shares may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

***Pricing***

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations. Since the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of the shares that may be issued to the qualified institutions buyers in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

***Relevant Date***

The relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as eligible shares, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in case Shares are eligible convertible shares, then either the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed issue or the date on which holders of Shares



become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations, as amended as may be applicable.

**Change in Control**

There would be no change in control pursuant to the said issue of Shares.

***Listing***

The Shares to be issued will be listed on one or more recognized stock exchanges in India and/ or abroad. Class or Classes of persons to whom the Shares will be offered The Shares will be offered and issued to such Investors including QIBs who are eligible to acquire such Shares in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

***Intention of the Promoters, Directors, Key Managerial Personnel (KMP) or Senior Management***

The Promoters, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Shares through QIP, in accordance with applicable laws.

***Transferability of Shares***

The Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

***Proposed time within which the allotment shall be completed***

In case of the QIP, the allotment of the Shares shall be completed within a period of 365 days from the date of passing of resolution set out at item no. 1 of this Notice.

The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

The detailed terms and conditions for the Issue will be determined in consultation with the Lead Manager(s) and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including QIP.

The Company is yet to identify the investor(s) and decide the quantum of Shares to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Shares that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Shares, negotiate, finalize and

execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company. The Board recommends the aforesaid resolution for approval of members as a Special Resolution.

## **Item No. 2**

At present, the Authorised Share Capital of the Company stands at Rs. 60,00,00,000 (Rupees Sixty crores only) divided into 6,00,00,000 (Six crores) Equity Shares of Rs. 10 each. It is intended to raise funds by way of induction of fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital. It is proposed to increase the Authorised Share Capital from Rs. 60,00,00,000 (Rupees Sixty crores only) divided into 6,00,00,000 (Six crores) equity shares of Rs. 10/- each to Rs. 80,00,00,000 (Rupees Eighty crores only) divided into 8,00,00,000 (Eight crores) equity shares of Rs. 10 each/-.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V. In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution. The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company. The Board recommends the aforesaid resolution for approval of members as a Special Resolution.

## **Item No. 3**

The Company had adopted the existing Articles of Association (AOA) in the year 2013, when it was converted into a public limited company, and the same was framed in line with the provisions of the Companies Act, 1956 and Articles in the AOA contains, reference to the specific Sections of the said Act. In order to align the Articles of Association in conformity with the Companies Act, 2013 including the Rules/Regulations made thereunder and Table F thereto, your Directors desires to replace and substitute the existing AOA of the Company, with new set of AOA, which is drafted in alignment with the provisions of the Companies Act, 2013 and Table F to the Act, which sets out the model AOA, for a company limited by shares.

The Board of Directors in their meeting held on October 4, 2024 proposed adoption of a new set of AOA in replacement and substitution, of the existing AOA, with new AOA, subject to the

approval of the members of the Company, by way of a special resolution, as required under Section 14 of the Act.

The new AOA is available on the website of the Company i.e., [www.wonderla.com](http://www.wonderla.com), and is available for inspection by the members, during the time between 11.00 a.m., to 5.00 p.m., on all days, except, Saturday, Sunday and Public holidays, at the Registered Office of the Company.

The Board of Directors accordingly recommends passing of the above resolution as set out at Item No. 3 of the Notice as a Special Resolution, for adoption of New AOA.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Postal Ballot Notice, except to the extent of their shareholding.

By order of the Board of Directors  
For Wonderla Holidays Limited

Date: 04/10/2024

Place: Bengaluru

Srinivasulu Raju Y  
Company Secretary

Registered Office:

28th KM, Mysore Road,

Bangalore - 562 109 Karnataka,

CIN: L55101KA2002PLC031224

Email: [investors@wonderla.com](mailto:investors@wonderla.com)

Website: <https://www.wonderla.com/>

Tel.: +91-80-37230372

**WONDERLA HOLIDAYS LIMITED**

CIN: L55101KA2002PLC031224

Regd. Office: 28<sup>th</sup> KM, Mysore Road, Bangalore – 562109, Karnataka.Website: [www.wonderla.com](http://www.wonderla.com) Email Id: [investors@wonderla.com](mailto:investors@wonderla.com) Tel: +91-80-37230372

The procedure for remote e-voting is as under:





**Step 1:** Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

**Step 1:**

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>I. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <p>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>A new page will open. Enter the existing user id and password for accessing IDeAS.</p> <p>After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>Click on company name, i.e. ‘Wonderla Holidays Limited’, or e-voting service provider, i.e. KFinTech.</p> <p>Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.</p> <p><b>II. Instructions for those Members who are not registered under IDeAS:</b></p> <p>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification</p>

	<p>Code as shown on the screen.</p> <p>After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>Click on company name, i.e. Wonderla Holidays Limited, or e-voting service provider name, i.e. KFinTech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p><b>III. NSDL Mobile App</b></p> <p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store     Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual members login through their demat accounts/ Website of Depository Participant(s)	<p><b>I. Instructions for login through Demat Account / website of Depository Participant</b></p> <p>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>Once logged-in, members will be able to view e-voting option.</p> <p>Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>Click on options available against Wonderla Holidays Limited or KFintech.</p> <p>Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</p>
---	--

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

Securities held with NSDL: Please contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Securities held with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Step 2:**

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p><b>I. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></p> <p>Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</p>

After entering these details appropriately, click on "LOGIN".

Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc., on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.

Members would need to login again with the new credentials.

On successful login, the system will prompt the member to select the "EVEN", viz., 'Wonderla Holidays Limited', and click on "Submit".

On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

Members may then cast their vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be able to modify their vote. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

Members may then cast their vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.

Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to [somyjacob@gmail.com](mailto:somyjacob@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".

<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p><b>I. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced:</b></p> <p>Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</p>				
<p>Procedure for Registration of email and Mobile: securities in physical mode</p>	<p><b>Physical shareholders are hereby notified that based on SEBI Circular number:</b> SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1" data-bbox="571 1339 1425 1541"> <tr> <td data-bbox="571 1339 708 1384">Name</td> <td data-bbox="713 1339 1425 1384">KFIN Technologies Limited</td> </tr> <tr> <td data-bbox="571 1384 708 1541">Address</td> <td data-bbox="713 1384 1425 1541">Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td> </tr> </table> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				



Method for obtaining user id and password for members who have forgotten the User ID and password

<p>Members who have forgotten the User ID and password</p>	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <p>If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p>Example for NSDL: MYEPWD&lt;SPACE&gt;IN12345612345678</p> <p>Example for CDSL: MYEPWD&lt;SPACE&gt;1402345612345678</p> <p>Example for Physical: MYEPWD&lt;SPACE&gt;XXXX1234567890</p> <p>If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
--	--

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free).