

Wonderla Holidays Limited

Regd. Office: 28th KM, Mysore Road, Bangalore-562 109. Ph: 080 - 22010311/322/333
Fax: 080 - 22010324 E-mail: mail.blr@wonderla.com Website: www.wonderla.com
CIN :- U55101KA2002PLC031224



To,

Vice President,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Date: 20-08-2014

Symbol: WONDERLA

Sub- Intimation of 12th AGM

Dear Sir / Madam,

This is to inform you that, 12th AGM of the Company is scheduled to be held on Friday, 19th day of September 2014 at Wonderla Resort, 28th K M, Mysore Road, Bangalore-562109 at 04.00 p.m. to transact the business in the notice attached herewith.

This is for your record purpose

Thanking you

Santosh Kumar Barik
Company Secretary
Wonderla Holidays Limited

Branch Office :
Pallikkara, Kumarapuram P.O., Kochi-683 565
Ph: 0484-2684001-6 Fax: 0484-2682908
E-mail: mail.cok@wonderla.com

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the members of Wonderla Holidays Limited will be held at Wonderla Resort, 28th K M, Mysore Road, Bangalore-562109 on Friday, 19th day of September 2014 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as on 31st March 2014 and the Profit and Loss Account of the company for the year ended on that date together with the Director's Report and Auditor's report thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Kochouseph Chittilappilly, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To Appoint Auditors.

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

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s B S R & Co LLP (BSR & Co.), Chartered Accountants (Firm Registration No. 101248W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2015, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To Appoint Mr. George Joseph as an Independent Director of the Company.

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, George Joseph (DIN 00253754), a non-executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. George Joseph as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to September 18, 2019."

6. To Appoint Mr. M.P. Ramachandran as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. M.P. Ramachandran (DIN 00553406), a non-executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. M.P. Ramachandran as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to September 18, 2019."

7. To appoint Ms. Priya Sarah Cheeran Joseph as whole-time director of the company and fixation of her remuneration.

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

"RESOLVED THAT subject to the provisions of sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and rules made there under read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Ms. Priya Sarah Cheeran Joseph (holding DIN 00027560), who was appointed as a "Whole-time Director" of the Company by the Board of Directors with effect from 28th May, 2014 for a period of 3 years, on the terms and conditions including remuneration as set out in the draft agreement submitted to the meeting which is fixed and formulated by Nomination and Remuneration Committee and initialed by the chairman, for the purpose of identification is placed before the meeting and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration within the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Priya Sarah Cheeran Joseph."

8. To Approve Payment of Commission to Non Whole-time Directors of the Company.

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

"RESOLVED that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to the Directors of the Company (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner as may be decided by the Board of Directors in each year."

"RESOLVED FURTHER THAT expenses for participation in the Board and sub-committees of the Board will be reimbursed to the Directors of the Company (other than the Managing Director and Whole-time Directors) on actual basis."

For and on behalf of the Board of Directors

Sd/-

Santosh Kumar Barik
Company Secretary

Bangalore
August 8, 2014

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the company at the Registered Office at least 48 hours before commencement of the meeting.
3. Members who wish to seek/ desire any further information/clarification on the annual accounts at the meeting are requested to send their queries at least 48 hours in advance of the date of the meeting to the registered office.

4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 13th day of September, 2014 to Friday, 19th day of September, 2014 (both days inclusive) for Annual closing and determining the entitlement of the shareholders to the Dividend for financial year 2013-14.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Dividend of Rs. 1.50 per share has been recommended by the Board of Directors for the year ended 31st March, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting, dividend if approved by the share holders is proposed to be paid on and from 19th September, 2014.
7. The company has so far declared dividends and issued warrants to the shareholders as below:

Year	Dividend Per Share (Rs.)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
2009-10	1.00	18 th September 2010	17 th September 2017
2010-11	1.50	12 th September 2011	11 th September 2018
2011-12	1.50	9 th August 2012	8 th August 2019
2012-13	1.50	24 th July 2013	23 rd July 2020

Those shareholders who have not encashed their warrants so far are requested to send their claims for payment, by giving non-receipt of dividend declaration to the Company. Lists of shareholders to whom dividends remain unpaid are available on the website of the Company www.wonderla.com.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Annual Report for the year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2013-14 is being sent in the permitted mode.

13. Electronic copy of the Notice of the 12th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.wonderla.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 28th KM, Mysore Road, Bangalore 562 109 for inspection during normal business hours on working days.

15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited:

The instructions for e-voting are as under:

A. In case a Member receives an email from Karvy Computershare Private Limited [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "Wonderla Holidays Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.karvy.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Wonderla Holidays Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to wonderlascrutinizer@gmail.com or evoting@wonderla.com with a copy marked to evoting@karvy.co.in
- (xiii) The e-voting period commences on Thursday, 11th of September, 2014 (9:00 am) and ends on Friday, 12th of September, 2014 (6:00 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) of Friday, 8th of August, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. 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 Downloads section of www.evoting.nsdl.com
- III. If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Thursday, 11th of September, 2014 (9:00 am) and ends on Friday, 12th of September, 2014 (6:00 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) of Friday, 8th of August, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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) of Friday, 8th of August, 2014.
- VII. Mr. Somy Jacob, Practising Company Secretary (Membership No. 6728) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wonderla.com and on the website of Karvy Computershare Private Limited within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and NSE Limited.

Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their email id in the records of their Depository Participant or intimate their e-mail ID to the Company/ Registrar and Transfer Agent or send it through email at investors@wonderla.com.

Explanatory Statement Pursuant to Section 102 of the companies Act, 2013**Item No.5:**

The members may note that the Company in accordance with the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. George Joseph, as Independent Director of the Company, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. George Joseph for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 1953.

Mr. George Joseph has given his consent in writing to act as a Director and intimation to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013 and a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. George Joseph, fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. George Joseph as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Except, Mr. George Joseph no other Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

Your Directors proposes to approve appointment of Mr. George Joseph as an Independent Director of the Company.

A brief profile of the Independent Directors as required under clause 49 of the listing agreement is attached to the notice.

Item No.6:

The members may note that the Company in accordance with the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. M.P. Ramachandran, as Independent Director of the Company, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. M.P. Ramachandran for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 1953.

Mr. M.P. Ramachandran has given his consent in writing to act as a Director and intimation to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013 and a declaration to the Board that

he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. M.P. Ramachandran, fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. M.P. Ramachandran as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Except, Mr. M.P. Ramachandran no other Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

Your Directors propose to approve appointment of Mr. M.P. Ramachandran as an Independent Director of the Company.

A brief profile of the Independent Directors as required under clause 49 of the listing agreement is attached to the notice.

Item No.7:

The members may note that the Board of Directors at their meeting held on 28th May, 2014 appointed Ms. Priya Sarah Cheeran Joseph as Whole-time Director of the Company for a period of three years subject to approval of Shareholders of the Company and fixed managerial remuneration as recommended by Nomination and Remuneration Committee of the Board.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

- a) Basic Salary: Rs. 2,80,750/- (Rupees Two Lakhs Eighty Thousand Seven fifty only) per month, with an annual increase not exceeding 20% of the last drawn salary as may be decided by the Board of Directors or any Committee, thereof;
- b) Commission: In addition to salary, Whole-time Director will be entitled to receive a commission @ 0.30% on the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.
- c) The Whole-time Director shall be entitled to the following perquisites and facilities:
 - i) Housing: - The Company shall provide rent- free furnished accommodation with free gas and Electricity and water as per the Company's policy. In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to house rent allowance @ 15% of the salary.
 - ii) Medical reimbursement: Reimbursement of actual expenses incurred for self and family or expenses incurred for medical insurance of self and family at actual basis.
 - iii) Car Facility: Company will provide car for official purpose.
 - iv) Leave travel concession: For self and her family, once in a year incurred in accordance with the rules of the Company subject to maximum of one month's salary.
 - v) Club Fees: Annual Fees of club subject to a maximum of two clubs. will not include admission and life membership fees.
 - vi) Personal Accident Insurance: Premium not to exceed 2% of the salary per annum.

Except, Ms. Priya Sarah Cheeran Joseph, Mr. Arun K Chittilappilly and Mr. Kochouseph Chittilappilly no other Directors or Key Managerial personnel or relatives of them are interested in the above resolution.

Your Directors propose to approve appointment of Ms. Priya Sarah Cheeran Joseph, as Whole-time Director of the company and fixation of managerial remuneration payable to her.

Item No. 8:

As per section 197 1 (ii) of Companies Act, 2013, Company can pay remuneration to non-executive directors Provided that the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed, -

- (i) One per cent. of the net profits of the company, if the company has a managing or whole- time director, a managing agent or secretaries and treasurers or a manager;
- (ii) Three percent of the net profits of the company, in any other case:

Your Company is having managing director and whole- time director so it can pay remuneration to non-executive directors not exceeding one per cent of the net profits of the company. The Nomination and Remuneration Committee at their meeting held on 28th May 2014, has recommended that the Directors (apart from the Managing Director and Whole-time Directors) be paid remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. Currently this remuneration will be distributed amongst two Non Whole-time Directors of the Company in accordance with the directions given by the Board.

As per section 197 (7) of Companies Act 2013, reimbursement of expenses for participation in the Board and sub-committees of Board needs to be approved by the members.

None of the Directors or Key Managerial personnel or relatives of them are concerned or interested in the Resolution Item No. 8 of the Notice except to the extent of the remuneration that may be received by each of them.

Your Directors propose to Approve Payment of Commission to Non Whole-time Directors of the Company not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and reimbursement of expenses for participation in the Board and sub-committees of the Board by Non Whole-time Directors on actual basis.

Additional information on directors recommended for appointment/ re-appointment as required under clause 49 of the listing agreement with the stock exchange:

Profile of Mr. Kochouseph Chittilappilly:

Name	Mr. Kochouseph Chittilappilly
Date of Birth	29.12.1950
Address	Chittilappilly House, Bye Pass Road Vennala P.O, Ernakulam, Cochin, Kerala, India 682028
Date of Appointment	01/03/2013
DIN	000204512
Qualification	Post Graduation in Science from Calicut University
Directorship held in other Companies	1. V-Guard Industries Limited; 2. Veegaland Developers Private Limited; 3. Pearl Spot Resorts Limited; 4. Vindico Properties Private Limited; 5. Formose Properties Private Limited; 6. Eventus Properties Private Limited; 7. K Chittilappilly Foundation.

Memberships/Chairmanships of Committees across other Public Companies :	1. Member of Nomination & Remuneration Committee in V-guard Industries Limited. 2. Member of Corporate Social Responsibility Committee in V- guard Industries Limited.
Brief Profile covering experience, achievements etc.	As a promoter, Started a SSI unit in 1977 engaged in manufacturing of Voltage stabilisers, Later converted into a company and named as V-Guard Industries Limited and diversified the products comprised of UPS, Submersible Pumps, Electric water heater, PVC House wiring cable, LT Power & control cables, ceiling fans, solar water heater and inverters etc. Entered into amusement park business in the year 1998 by establishing Veega Holidays and Parks Pvt Ltd in Cochin, and expanded amusement park business by establishing Wonderla Holidays Pvt Ltd at Bangalore in 2005, later both were merged in April 2008. Presently he is the Chairman of V-Guard Industries Limited, Director of Pearl spot Limited and Veegaland Developers Private Limited.
Shares held in the Company	17375792
Relation with KMPs and Directors	Father of Mr. Arun K chittilappilly who is the Managing Director of the Company and Father-in-law of Ms. Priya Sarah Cheeran Joseph who is the Executive director of the Company.

Profile of Mr. George Joseph:

Name :	Mr. George Joseph
Date of Birth	26/04/1949
Address	Melazhakath House, 1/362 Alanickal Estate Road, Arakulam, Idukki Dist, Kerala - 685591
Date of Appointment	27/06/2011
DIN	00253754
Qualifications	B.Com, CAIIB, AIB (London)
Directorship held in other Companies	Muthoot Finance Limited
Memberships/Chairmanships of Committees across other Public Companies :	Chairman of Audit Committee in Muthoot Finance Limited
Brief Profile covering experience, achievements etc.	He has worked as the Chairman and Managing Director of Syndicate Bank. Before joining Syndicate Bank, worked in Canara Bank for over 36 years in different capacities from Probationary Officer to General Manager. He has worked in major financial centers like Mumbai, Delhi, Chennai, Bangalore and branches located in different centers. He has worked overseas as Chief Executive of Exchange Company managed by Canara Bank in Bahrain.
Shares held in the Company:	NIL
Relation with KMPs and Directors	NIL

Profile of Mr. M.P. Ramachandran:

Name	Mr. M.P. Ramachandran
Date of Birth	22.8.1946
Address	A 403, Shagun Towers, A K Vaidya Road, Malad East, Mumbai-400097.
Date of Appointment	09/08/2012

DIN	00553406
Qualification	Post Graduation in Financial Management, Mumbai
Directorship held in other Companies	1. Jyothy Laboratories Limited 2. Jyothy Fabricare Service Limited 3. Jyothy consumer products marketing Limited 4. Sivasakthi Ayurvedic Research Center Limited 5. Sahyadri agencies Limited 6. Jyoththi kallol Bangladesh Limited
Memberships/Chairmanships of Committees across other Public Companies :	1. Chairman of Audit committee in Jyothy Fabricare Service Limited 2. Member of the Shareholders and investors Grievance Committee of Jyothy Laboratories Limited
Brief Profile covering experience, achievements etc.	He started Jyothy Laboratories in 1983 as a tiny industry with a capital of Rs. 5000/- with a single product Ujala and now it has reached market Capitalisation of Rs. 2400 crores. Jyothy Laboratories is recognised as the only Organisation to reach DEPA Mosquito Repellent Technology to common man. Presently he is the Managing Director of M/s Jyothy Laboratories Ltd and Jyothy Fabricare Services Ltd, Director of M/s Sivasakthi Ayurvedic Research Centre Limited, and M/s Jyothy Kallol Bangladesh Limited
Shares held in the Company	Nil
Relation with KMPs and Directors	Nil

Profile of Ms. Priya Sarah Cheeran Joseph:

Name	Ms. Priya Sarah Cheeran Joseph
Date of Birth	15.05.1978
Address	No.87, Flat A2, Rusthumji Residency Richmond Road, Bangalore- 560025 Karnataka India
Date of Appointment	22/12/2003
DIN	00027560
Qualification	Post Graduation in Public Health from Australia
Directorship held in other Companies	NIL
Memberships/Chairmanships of Committees across Public Companies :	NIL
Brief Profile covering experience, achievements etc.	She is actively associated with the company as Director Administration and looking after F&B and HR functions of the Company, She is looking after the corporate social responsibility activities of the Company and is instrumental in Wonderla entering in to hospitality business in the form of opening a three star resorts at Bangalore unit of Wonderla. She was also Director of Veega Holidays and Parks Pvt Ltd which was amalgamated with Wonderla w.e.f. 1 st April 2008
Shares held in the Company	1500000
Relation with KMPs and Directors	Wife of Mr. Arun K chittilappilly who is the managing Director of the Company and daughter-in-law of Mr. Kochouseph Chittilappilly who is the Non-executive director of the Company.



WONDERLA HOLIDAYS LIMITED

FORM B

PROXY FORM

(To be filled in and signed by the Shareholder)

12th Annual General Meeting Friday, 19th day of September, 2014

Regd.FolioNo. _____ DPIDNo*. _____ ClientIDNo*. _____

(*Applicable for Members holding shares in electronic form) I / We _____

resident of _____ in the district of _____ in the State of _____

being a shareholder / shareholders of Wonderla Holidays Limited, hereby appoint

Shri/Smt. _____ resident of _____ in the

district of _____ in the State of _____ or failing him/her,

Shri/Smt. _____ resident of _____ in the district

of _____ in the state of _____ as my/our proxy

to vote for me/us and on my/our behalf at the 12th ANNUAL GENERAL MEETING of the Shareholders of WONDERLA HOLIDAYS LIMITED to be held on Friday, 19th day of September 2014 at Wonderla Resort, 28th K M, Mysore Road, Bangalore - 562109 at 4.00 p.m. and at any adjournment thereof.

Signed this _____ day of _____ 2014

Affix a
1 Rupee
Revenue
Stamp

Signature of first named/ Sole Shareholder
(Across the stamp)

Signature of Proxy _____

Name _____
(In Block Letters)

Address _____

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

No instrument of proxy shall be valid unless:

- a) In the case of an individual shareholder, it is signed by him/her or by his/her attorney, duly authorized in writing or
 - b) In the case of joint holders, it is signed by the shareholder first named in the register or his/her attorney, duly authorized in writing or
 - c) In the case of the body corporate, signed by its officer or an attorney duly authorized in writing.
- 1) Provided that an instrument of Proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his/her name, if his/her mark / thumb impression is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of Assurance or other Government gazetted officer or an officer of Wonderla Holidays Limited.
 - 2) No proxy shall be valid unless it is duly stamped and is deposited at the Registered Office of the Company at Wonderla Holidays Limited, 28th K M, Mysore Road, Bangalore - 562109, not less than 48 hours before the date fixed for the meeting, together with the power of attorney or other authority (if any) under which it is signed or a copy of that power of attorney or other authority certified as true copy by a Notary Public or a Magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company.
 - 3) No instrument of proxy shall be valid unless it is in 'Form B'.
 - 4) An instrument of proxy deposited with the Company shall be irrevocable and final.
 - 5) In the case of an instrument of proxy granted in favour of two grantees in the alternative, not more than one form shall be executed.
 - 6) The grantor of an instrument of proxy shall not be entitled to vote in person at the meeting to which such instrument relates.
 - 7) No person shall be appointed as duly authorized representative or a proxy who is an officer or an employee of Wonderla Holidays Limited.
 - 8) All alterations in the Proxy Form should be duly authenticated.



WONDERLA HOLIDAYS LIMITED

ATTENDANCE SLIP

12th Annual General Meeting

Date	Friday, 19 th day of September, 2014
Place	Wonderla Resort, 28 th K M, Mysore Road, Bangalore - 562109 at 4.00 p.m.
Full Name (In Block Letters)	
No of Shares	
Folio No. (for holding in physical form)	
DP ID / Client ID No. (for holding in electronic form)	
Signature of the Shareholder / Proxy / Representative present	

Notes:

Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly filled-in and signed.

Member / proxy holder wishing to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

ENTRY PASS

(To be retained throughout the meeting)

Folio No. (for holding in physical form)	
DP ID / Client ID No. (for holding in electronic form)	
Full Name (In Block Letters)	
No. of Shares	

Notes:

- 1) Shareholders / proxy or representative of shareholders are requested to produce the above attendance slip, duly filled in and signed in accordance with their specimen signatures registered with the Company/RTA, along with the entry pass, for admission to the venue.
- 2) The admission will, however, be subject to verification / checks, as may be deemed necessary.
- 3) Under no circumstances, any duplicate attendance slip will be issued at the entrance to the meeting.



WONDERLA HOLIDAYS LIMITED
Electronic Clearing Service (Credit Clearing)
ECS Mandate for Payment of Dividend on Equity Shares

1. First Shareholder's Name (in Block Letters) :
2. Address :
3. Shareholder's Folio number (for holding in physical form) D. P. ID / Client ID number (for holding in electronic form) :
4. Particulars of Bank Account :
 - A. Name of the Account holder :
 - B. Branch Name & City Pin Code :
 - C. Account No.
(as appearing on the cheque book) :
 - D. Account Type (please Tick) :
(SB Account/Current A/c. or Cash Credit A/c): SB ☐ Current ☐ Cash Credit ☐
 - E. IFS Code :
5. Please attach a self-attested photocopy of your PAN CARD as Proof of Identity alongwith a photocopy of a Cheque leaf / blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the Code numbers.

DECLARATION

I, hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete information, I would not hold Wonderla Holidays Limited responsible.

Place :

Date :

Signature of the First Holder

Note:

If the shares are held in electronic mode: Please complete the form, sign and submit alongwith the required documents to your Depository Participant for necessary updation.

If the shares are held in physical mode: Please complete the form, sign and mail alongwith the required documents at the address of Registrar and Transfer Agent (RTA), i.e. M/s Karvy Computershare Pvt. Ltd, Plot No. 17-24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081 OR at Registered office of the Company Wonderla Holidays Limited, 28th K M, Mysore Road, Bangalore - 562109.