

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the members of Wonderla Holidays Limited will be held at 4.00 p.m on Wednesday, the 12th of August, 2015 at Wonderla Resort, 28th KM, Mysore Road, Bangalore - 562 109, Karnataka, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of financial statements

To receive, consider and adopt the audited financial Statements of the Company which include the Balance sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

2. Declaration of dividend

To declare final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2015.

3. Appointment of Director

To appoint a Director in the place of Ms. Priya Sarah Cheeran Joseph, who retires by rotation, and being eligible, seeks re-appointment.

4. Appointment of Statutory auditors

To re-appoint Statutory auditors of the Company to hold office from the conclusion of this AGM to the conclusion of next AGM and to fix their remuneration and to pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of Audit Committee of the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W), be and are hereby re-appointed as statutory auditors of the Company to hold office from the conclusion of this AGM to the conclusion of next AGM and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the Audit Committee and agreed upon by the auditors.”

SPECIAL BUSINESS:

5. Approval for borrowings

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 300 Crores (Rupees Three Hundred Crores).”

6. Approval for creation of charge/ mortgage

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof

for the time being in force), consent of the members be and is hereby accorded to the Board of Directors for creation of charge and /or mortgage on such terms and conditions for borrowings upto Rs. 300 Crores (Rupees Three Hundred Crores) from time to time and in such form or manner, as they may think fit, the whole or substantially whole of the Company's undertaking(s) including the present and/ or future properties, whether moveable or immovable comprised in any or new undertaking(s) of the Company as the case may be, in favour of financial institutions, corporations, banks, mutual funds, Government/ other agencies or any other person(s), entities which give, provide or extend loans/ facilities to the Company or in favour of trustee of such lenders to secure the said amount of loans/ debentures together with interest thereon, commitment charges, liquidated damages, premium on redemption, trustees remuneration, costs, charges, expenses and all other monies payable under the agreement(s)/ arrangement(s) entered into/ to be entered into by the Company in respect of the said loans as the Board may deem fit in the best interest of the Company."

7. Approval to invest surplus funds of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), consent of the members be and is hereby accorded to invest surplus funds of the Company in deposit(s) of banks, financial institutions, Housing finance Companies and mutual fund(s) and to acquire by way of subscription, purchase or otherwise the securities of other Body Corporates in excess of the limits specified under the said Section and that the amounts to be invested together with the amounts already invested shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores)."

By order of the Board
For Wonderla Holidays Limited

Bangalore
May 21, 2015

Srinivasulu Raju Y
Company Secretary

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.**
- 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.
- Members who wish to seek/ desire any further information/ clarification on the financial statements 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.
- The Register of Members and the Share Transfer books of the Company shall remain closed from Thursday, the 6th of August, 2015 to Wednesday, the 12th of August, 2015 (both days inclusive) for the purpose of payment of final dividend for the fiscal year 2014-15 and the AGM.
- 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.
- Dividend if any declared as per the recommendation of the Board, will be paid within 30 days from the date of declaration to those shareholders whose names appear in the Register of members as on August 5th 2015.

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
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
2013-14	1.50	19 th September 2014	19 th September, 2021

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. List of shareholders to whom dividends remain unpaid are available on the website of the Company <http://www.wonderla.com/investor-relations>.

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.
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 2014-15 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 Reports are being sent in the permitted mode.
13. Electronic copy of the Notice of 13th 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 13th 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 13th Annual General Meeting and the Annual Report for 2014-15 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

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 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Karvy Computershare Pvt. Ltd. (KCPL).

The e-voting period commences on Saturday, 8th of August, 2015 (9:00 am) and ends on Tuesday, 11th of August, 2015 (5:00 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) 5th of August, 2015, may cast their vote electronically. The e-voting module shall be disabled by KCPL 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 the Downloads section of www.evoting.nsdl.com

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) 5th of August, 2015.

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

The Scrutinizer shall within a period not exceeding two (2) 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 and forward the same to the Chairman of the Company.

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 KCPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to 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 to investors@wonderla.com.

Explanatory statement pursuant to Section 102(1) of Companies Act, 2013

Item No. 3

Additional information of Director recommended for re-appointment as required under clause 49 of the listing agreement with the stock exchanges:

Profile of Ms. Priya Sarah Cheeran Joseph

Name	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 University of Melbourne, Australia.
Directorship held in other Companies	Nil
Memberships/Chairmanships of Committees across Public Companies :	Nil
Brief profile of Experience and Achievements	She is actively associated with the Company 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 into hospitality business in the form of opening a three star Resort at Bangalore unit of Wonderla.
Shares held in the Company	1,50,3000
Relation with KMPs and Directors	Wife of Mr. Arun K Chittilappilly, Managing Director and Daughter-in-law of Mr. Kochouseph Chittilappilly, Non-executive Director.

Item No. 5

The members of the Company at their meeting held on January 3, 2013 approved by way of a Special Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 500 Crores (Rupees Five Hundred Crores). With the notification of Companies Act, 2013, the above approval has become invalid. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is sought to borrow money upto Rs. 300 Crores (Rupees Three Hundred Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

The members of the Company at their meeting held on January 3, 2013 approved by way of a Special Resolution under Section 293(1)(a) of the Companies Act, 1956, creation of charge/ mortgage on borrowings of the Company to the extent of Rs. 500 Crores (Rupees Five Hundred Crores). With the notification of Companies Act, 2013, the above approval has become invalid. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 of the Notice, to enable the Board of Directors to create charge/ mortgage on borrowings made/ to be made to the extent of Rs. 300 Crores (Rupees Three Hundred Crores) in excess of the paid up share capital and free reserves.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

The members of the Company at their meeting held on 26th March, 2013, have approved investment of surplus funds of the Company to the extent of Rs. 250 Crores in bank deposits and mutual funds. As on May 19, 2015 the cumulative investment has exceeded Rs. 216 Crores and during the current year the Company's investments may exceed the permitted limit. The members are requested to enhance the investment limit to Rs. 300 Crores.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to enable the Board of Directors to invest surplus funds of the Company in excess of 60% of paid-up share capital, free reserves and securities premium or 100% of free reserves and securities premium of the Company whichever is higher but not exceeding Rs. 300 Crores (Rupees Three Hundred Crores).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By order of the Board of Directors
For Wonderla Holidays Limited

Bangalore
May 21, 2015

Srinivasulu Raju Y
Company Secretary