

Annexure - IV

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its Senior Management Personnel and the Board members. The Company's corporate governance philosophy has been further strengthened through the Wonderla Code of Conduct for Prevention of Insider Trading and the Wonderla Vigil (Whistle Blower) Mechanism.

The Company is in compliance with the requirements stipulated under Regulation 27(2) of SEBI (LODR) Regulations, 2015 entered into with the Stock Exchanges with regard to corporate governance.

2. BOARD OF DIRECTORS ("Board")

i. Composition

As on March 31, 2018, the Company had seven Directors on its Board which is headed by a Non-executive Independent Chairman. Out of the seven Directors, Three are Executive Directors one of whom is a Woman Director and four are Non-executive Directors. Out of the four Non-Executive Directors, three are independent directors.

Except for Mr. Kochouseph Chittilappilly, Mr. Arun K Chittilappilly and Ms. Priya Sarah Cheeran Joseph who are related to each other, there is no relationship between the Directors inter-se.

None of the Directors is a Member of more than ten Committees or Chairman of more than five Committees across all Public Companies in which they are Directors which is in conformity with Regulation 26 of the SEBI Listing Regulations. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2018, have been made by the Directors.

The Independent directors have confirmed that they satisfy the criteria prescribed for Independent Director as stipulated in the provisions of Section 149(6) of the Companies Act, 2013.

The Company has complied with the mandatory requirements as laid down in the Listing Regulations.

The composition of the Board as on March 31, 2018, the changes during the year under review and Directorship/ Committee positions of the Directors in other Companies, are as follows:

Name	Position/ Category	DIN	¹ Other Directorships		² Other Committee Positions	
			Chairman	Member	Chairman	Member
³ Mr. M. Ramachandran	Non-Executive Independent	07972813	-	-	-	-
Mr. Kochouseph Chittilappilly	Promoter Non-Executive	00020512	1	1	-	-
Mr. Arun K. Chittilappilly	Promoter Executive	00036185	-	-	-	-
⁴ Mr. George Joseph	Executive	00253754	-	3	1	-
Ms. Priya Sarah Cheeran Joseph	Executive	00027560	-	-	-	-
Mr. Gopal Srinivasan	Non-Executive Independent	00177699	2	4	-	1
Mr. R. Lakshminarayanan	Non-Executive Independent	00238887	-	4	-	2

Notes:

Based on the disclosures obtained from the Directors:

1 Excludes Directorships in Private Companies, foreign Companies and alternate Directorships.

2 Includes only Audit Committee and Stakeholders Relationship Committee of other Indian Public Limited Companies.

3 Appointed as Chairman (Independent) of the Company w.e.f 15th November 2017.

4 Appointed as Executive Director w.e.f 15th November 2017.

ii. Attendance record of Directors at Board Meetings and the Annual General Meeting of the Company held during the Financial Year 2017-18

The Board met five times during the Financial Year 2017-18 on 24.05.2017, 09.08.2017, 15.11.2017, 10.02.2018 and 24.03.2018. The gap between any two Board Meetings did not exceed one hundred and twenty days.

The details of the attendance of Directors at the Board Meetings and the Annual General Meeting held during the Financial Year 2017-18 are as follows:

Name	Attendance at	
	Board Meetings	15 th Annual General Meeting held on 9 th August, 2017
¹ Mr. M. Ramachandran	2	No
Mr. Kochouseph Chittilappilly	4	Yes
Mr. Arun K. Chittilappilly	5	Yes
Mr. George Joseph	5	Yes
Ms. Priya Sarah Cheeran Joseph	2	No
Mr. Gopal Srinivasan	4	Yes
Mr. R. Lakshminarayanan	5	No

Notes:

1 Appointed as Director w.e.f 15th November 2017.

The prescribed quorum was present for all the Meetings.

During the Financial Year 2017-18, information as mentioned in Regulation 17 of the Listing Regulations has been placed before the Board for its consideration. In addition to the information as enumerated in Regulation 17 of the Listing Regulations, the Directors are presented with information on various matters related to the operations of the Company in a manner appropriate to enable them to effectively discharge their duties, especially those requiring deliberation at the highest level. Where it is not practicable to provide the relevant information as a part of the Agenda papers, the same is tabled at the Meeting. Presentations are also made to the Board by functional heads on various issues concerning the Company. The Directors also have Independent access to the Senior Management at all times.

Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to Directors, which inter-alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, the Listing Regulations and other relevant regulations and their affirmation is taken with respect to the same.

Familiarisation program for Independent Directors

The Company has conducted the familiarisation program for Independent Directors appointed during the year. The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. As part of ongoing familiarisation to the Independent Directors/ Board, presentations were made at the meetings of the Board / Committees by various functional heads. The Independent Directors are also informed of key happenings in the Company by way of periodical email/ call communication. The Company's policy of conducting the Familiarization program has been disclosed on the website of the Company at www.wonderla.com/investor-relations/prospectus-and-policies

Meeting of Independent Directors

The Company's Independent Directors met once during the year without the presence of Executive Directors, Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by Mr. M. Ramachandran, Mr. Gopal Srinivasan and Mr. R. Lakshminarayanan the Independent Directors and was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

Compliance with the Code of Conduct

The Company has adopted Code of Conduct. The Code is available on the website of the Company (www.wonderla.com/investor-relations/prospectus-and-policies).

The Managing Director has given a declaration that the Directors and Senior Management Personnel of the Company have given annual affirmation of compliance with the code of conduct during the fiscal year 2017-18.

The Company has a vigil (Whistle Blower) mechanism which aims to provide a channel to the Directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The detailed policy is available on the website of the Company (www.wonderla.com/investor-relations/prospectus-and-policies).

3. COMMITTEES OF BOARD

To focus effectively on specific issues, the Board has constituted the following Committees with detailed charters laying down specific terms of reference:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Corporate Social Responsibility Committee

The Company Secretary acts as the Secretary to all these Committees.

The Minutes of the Meetings of the above Committees are placed before the Board for discussions/ noting.

A. AUDIT COMMITTEE

The Audit Committee oversees the existence of effective internal control systems to ensure that:

- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures.
- Compliance with all relevant statutes.

The Audit Committee also acts as a link between the statutory auditor, internal auditor and the Board.

I. Terms of reference

The Audit Committee functions according to its charter which is in line with the provisions of Regulation 18 of the Listing Regulations read with section 177 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions. The Terms of reference of Audit Committee are briefly enumerated below:

- Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are materially correct, sufficient and credible.
- Discuss and review with the management and auditor annual/ quarterly financial statements and auditor's report before submission to the Board,
- Provide recommendations to the Board related to the appointment, re-appointment, remuneration and terms of appointment of the auditors' of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Hold timely discussions with external/ statutory auditor regarding the nature and scope of Audit as well as post-Audit discussion/ review for ascertaining any area of concern prior to commencement of audit.
- Review management letters/ letters of internal control weaknesses issued by statutory auditor.
- Evaluation of Internal financial controls.
- Evaluate on a regular basis the adequacy of risk management systems.
- Whistle Blower / Vigil Mechanism.
- Maintain an oversight of the adequacy/functioning of the whistle blowing/ vigil mechanism. It shall review the Company's arrangements for its employees, stakeholders and Directors to raise concerns, in confidence, about possible wrongdoing in the Company on matters including those related to ethics, compliance, financial reporting, accounting and auditing.
- Ensure that these arrangements allow independent investigation of such matters and appropriate follow up action.
- The whistle blower/ vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee on appropriate or exceptional cases.
- Review the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors. Review the valuation of undertakings or assets of the Company, wherever it is necessary.
- Review the statement of significant related party transactions submitted by the management, including the 'significant' criteria/thresholds decided by the management.
- Provide approval of any subsequent modification of transactions of the company with related parties.

During the year under review, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas.

II. Composition

The Audit Committee comprises four Directors each of who possesses financial/ accounting expertise. The Chairman of the Audit Committee is an Independent Director. The composition of Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations as given below:

Name	Designation	Category
¹ Mr. M. Ramachandran	Chairman	Independent Director
Mr. George Joseph	Member	Executive Director
Mr. Gopal Srinivasan	Member	Independent Director
Mr. R. Lakshminarayanan	Member	Independent Director

¹ Appointed as Chairman w.e.f 15th November 2017.

The Company Secretary acts as the Secretary to the Committee. Managing Director and Chief Financial Officer are permanent invitees to the meetings of the Audit Committee. The concerned partners/ authorised representatives of the statutory auditor and the internal auditor are also invited to the meetings of the Audit Committee.

III. Meetings and attendance during the Financial Year 2017-18

During the year, the Audit Committee met four times 24.05.2017, 09.08.2017, 15.11.2017 and 10.02.2018 and the gap between any two Meetings did not exceed one hundred and twenty days. The prescribed quorum was present for all the meetings. The details of attendance of the Members at these Meetings are as follows:

Name	Number of Meetings Attended
¹ Mr. M. Ramachandran	1
² Mr. George Joseph	4
Mr. Gopal Srinivasan	3
Mr. R. Lakshminarayanan	4
³ Mr. Arun K Chittilappilly	3

¹ Appointed as Chairman w.e.f 15th November 2017.

² Designated as Member w.e.f 15th November 2017.

³ Ceased to be a Member w.e.f 15th November 2017.

The then Chairman of the Audit Committee, Mr. George Joseph, was present at the 15th Annual General Meeting held on 9th August, 2017.

B. NOMINATION AND REMUNERATION COMMITTEE

I. Terms of reference

The Nomination and Remuneration Committee (NRC) functions according to its charter which is in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions.

The purpose of Nomination and Remuneration Committee is to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with criteria laid down and also carry out evaluation of every Director's performance.

Nomination Activities:

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board and identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Devising a policy on Board diversity;
- Oversee familiarization programs for Directors;

Remuneration Activities:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and Chief Executive Officer to run the Company successfully.
- b) Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

II. Composition

The Nomination and Remuneration Committee comprises four Directors as enumerated below:

Name	Designation	Category
Mr. Gopal Srinivasan	Chairman	Independent Director
Mr. Kochouseph Chittilappilly	Member	Non-Executive Director
Mr. R. Lakshminarayanan	Member	Independent Director
Mr. M. Ramachandran	Member	Independent Director

III. Meetings and attendance during the Financial Year 2017-18

The Nomination and Remuneration Committee met four times during the year on 24.05.2017, 09.08.2017, 15.11.2017 and 24.03.2018. The prescribed quorum was present for all the meetings. The details of attendance of the Members at the Meetings are as follows:

Name	Number of Meetings Attended
Mr. Gopal Srinivasan	3
Mr. Kochouseph Chittilappilly	3
Mr. R. Lakshminarayanan	4
¹ Mr. M. Ramachandran	1
² Mr. George Joseph	3

¹ Appointed as Member w.e.f 15th November 2017.

² Ceased to be a Member w.e.f 15th November 2017.

IV. Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director and the Whole-time Director. NRC also recommends the commission payable to the Managing Director, the Whole-time Director and Non Executive Directors out of the profits of the Company and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Managing Director, the Whole-time Director and Non Executive Directors.

During the year 2017-18, the Company paid sitting fees of Rs. 20,000 per meeting to its Non-Executive Directors for attending meetings of the Board and Rs. 10,000 for attending the meetings of Committees of the Board. The Members have approved payment of commission to Non-Executive Directors within the prescribed ceiling limit of 1% of the net profits of the Company as computed under applicable provisions of Companies Act, 2013. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

V. Remuneration of Directors for 2017-18

(Rs. In Lakhs)

Name of the Director	Sitting Fee	Salaries and Allowances	Perquisites	Commission	Total
¹ Mr. M. Ramachandran	0.70	-	-	3.38	4.08
Mr. Kochouseph Chittilappilly	1.10	-	-	45.56	46.66
Mr. Arun K Chittilappilly	-	66.06	1.82	77.74	145.62
Ms. Priya Sarah Cheeran Joseph	-	47.49	0.30	50.53	98.32
² Mr. George Joseph	1.50	11.33	-	17.29	30.12
Mr. Gopal Srinivasan	1.40	-	-	2.25	3.65
Mr. R. Lakshminarayanan	2.20	-	-	5.38	7.58

¹ Appointed as Chairman (Independent Director) w.e.f 15th November 2017.

² Appointed as Whole-time Director w.e.f 15th November 2017.

Sitting fee indicated above includes payment for Board-level Committee meetings.

VI. Performance Evaluation

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The criteria for performance evaluation covers the areas relevant to their functioning as Independent Directors or other Directors, member of Board or Committees of the Board.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee functions according to its charter which is in line with the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions.

The Company has constituted a Stakeholders Relationship Committee to specifically focus on redressal of Shareholders/ Investors complaints and grievances and to note the transfers etc. of shares.

I. Terms of reference

The brief terms of reference of the Stakeholders Relationship Committee are as follows:

- To receive the report of the Registrar and Share Transfer Agents about investors' complaints and grievances and follow up for necessary action taken for redressal thereof;
- To review the existing "Investor Redressal System" and suggest measures for improvement in investor relations;
- To note the transfer/ transmission/ transposition/ rematerialisation/ dematerialization of shares and consolidation/ splitting of folios as approved by the persons duly authorized by the Board of Directors in this regard and issue of share certificates in exchange for sub-divided, consolidated, defaced, torn, etc;
- To review the Shareholding Pattern of the Company and the changes therein;
- To appoint and remove Registrars and Share Transfer Agents, decide the terms and conditions, remuneration, service charge/ fees and review their performance;
- Consider and resolve the grievances of security holders of the Company including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices.

II. Composition

The Stakeholders Relationship Committee comprises four Directors as enumerated below:

Name	Designation	Category
Mr. R. Lakshminarayanan	Chairman	Independent Director
Mr. George Joseph	Member	Executive Director
Mr. Arun K Chittilappilly	Member	Executive Director
¹ Mr. M. Ramachandran	Member	Independent Director

¹ Appointed as Member w.e.f 15th November 2017.

III. Meetings and attendance during the Financial Year 2017-18

The Committee met four times during the year on 24.05.2017, 09.08.2017, 15.11.2017 and 10.02.2018. The details of attendance of the Members at the Meetings are as follows:

Name	Number of Meetings Attended
Mr. R. Lakshminarayanan	4
Mr. George Joseph	4
Mr. Arun K Chittilappilly	4
¹ Mr. M. Ramachandran	1
² Ms. Priya Sarah Cheeran Joseph	2

1 Appointed as Member w.e.f 15th November 2017.

2 Ceased to be a Member w.e.f 15th November 2017.

IV. Details of Shareholders complaints / queries

The details of Shareholders' complaints during the Financial Year 2017-18 are as follows:

Status of Complaints	Number of Complaints
Pending as of 1 st April, 2017	NIL
Received during the Financial Year 2017-18	52
Disposed of during the Financial Year 2017-18	52
Pending as of 31 st March, 2018	NIL

V. Balance in the IPO-Refund Account

As on 31st March 2018, the amount outstanding in the IPO-Refund Account maintained with Indusind Bank is Rs. 6,00,000 with respect to 35 applicants.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**I. Terms of reference**

The Corporate Social Responsibility Committee has been constituted under Section 135 of the Companies Act, 2013 and the relevant rules made there under.

The brief terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company.

II. Composition

The Corporate Social Responsibility Committee comprises four Directors as enumerated below:

Name	Designation	Category
¹ Mr. George Joseph	Chairman	Executive Director
Mr. Kochoseph Chittilappilly	Member	Non-Executive Director
Mr. Arun K Chittilappilly	Member	Executive Director
Ms. Priya Sarah Cheeran Joseph	Member	Executive Director
Mr. Gopal Srinivasan	Member	Independent Director

1 Appointed as Chairman w.e.f 15th November 2017.

III. Meetings and attendance during the Financial Year 2017-18

The Committee met once during the year on 24th May, 2017. Two members attended the meeting.

4. GENERAL BODY MEETINGS

a. Location and time of the last three Annual General Meetings:

Year	Date	Time	Venue
2016-17	09.08.2017	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 th KM, Mysore Road, Bangalore-562109.
2015-16	01.08.2016	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 th KM, Mysore Road, Bangalore-562109.
2014-15	12.08.2015	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 th KM, Mysore Road, Bangalore-562109.

b. Special Resolutions passed in the previous three Annual General Meetings:

Annual General Meeting held on	Subject of resolutions
09.08.2017	No Special Resolutions were passed during the Annual General Meeting.
01.08.2016	Approval for issue of shares under Employee Stock Option Scheme
12.08.2015	<ul style="list-style-type: none"> ➤ To borrow monies in excess of the aggregate of paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores ➤ To create charge and /or mortgage for borrowings upto Rs. 300 Crores ➤ 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 186 of Companies Act, 2013 but not exceeding Rs. 300 Crores

c. Resolutions passed during the year through Postal Ballot:

During the year, two resolutions were passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require special resolution through postal ballot.

Postal Ballot duration	Subject of resolutions
November 21, 2017 to December 20, 2017	Ordinary Resolution - Appointment of Mr. M. Ramachandran as an Independent Director for a term of two years.
	Special Resolution - Appointment of Mr. George Joseph as Whole-time Director for a period of two years.

5. RELATED PARTY TRANSACTIONS

The Company has formulated a policy on materiality of related party transactions and the procedure to deal with related party transactions. The detailed policy is available on the website of the Company (www.wonderla.com/investor-relations/prospectus-and-policies). The related party transactions, if any, are reported to the Audit Committee on quarterly basis for its review. The related party transactions during the year are reported in Notes to accounts.

6. CEO/CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for financial reporting purpose as required under SEBI Listing Regulations for the year ended 31st March, 2018.

7. DISCLOSURES

During the year under review, the Company had no related party transactions, that is considered to have potential conflict with the interests of the Company at large. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions and during the year there were no material transactions with related parties. The policy is available on the website of the Company (www.wonderla.com/investor-relations/prospectus-and-policies).

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the Company has complied with all the applicable requirements of capital markets and no penalties or strictures have been imposed on the Company by Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

The Company has put in place a vigil mechanism to report illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the Audit Committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The detailed policy is available on the website of the Company (www.wonderla.com/investor-relations/prospectus-and-policies).

8. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results of the Company are widely published in leading newspapers such as Business Standard and Vijayavani. Up-to-date financial results, Concall transcripts, official press releases and other information about the Company as required by SEBI is available on the Company's website www.wonderla.com

9. GENERAL SHAREHOLDER INFORMATION

I. Annual General Meeting

The 16th Annual General Meeting of the Company for the Financial Year 2017-18 is scheduled to be held at 4.00 p.m on Tuesday, the 7th of August, 2018 at Wonderla Resort, 28th KM, Mysore Road, Bangalore-562109, Karnataka.

II. Dates of Book Closure

The Register of Members and share transfer books will remain closed from 1st August, 2018 to 7th August, 2018 (both days inclusive).

III. Financial Calendar 2017-18

The Company expects to announce the results for the Financial Year 2018-19, as per the following schedule:

First quarter results	:	on or before 14th August, 2018
Second quarter results	:	on or before 14th November, 2018
Third quarter results	:	on or before 14th February, 2019
Annual results	:	on or before 30th May, 2019
Financial Year	:	1st April to 31st March

IV. Dividend payments

The dividend for the financial year 2017-18 will be paid from 11th August, 2018 onwards, if approved by the shareholders of the Company in the ensuing Annual General Meeting.

Members who have not encashed their dividend within the validity period may write to the Company at its Registered Office or to Karvy Computer Share Private Limited, the Registrar & Share Transfer Agent of the Company for obtaining payment through demand drafts.

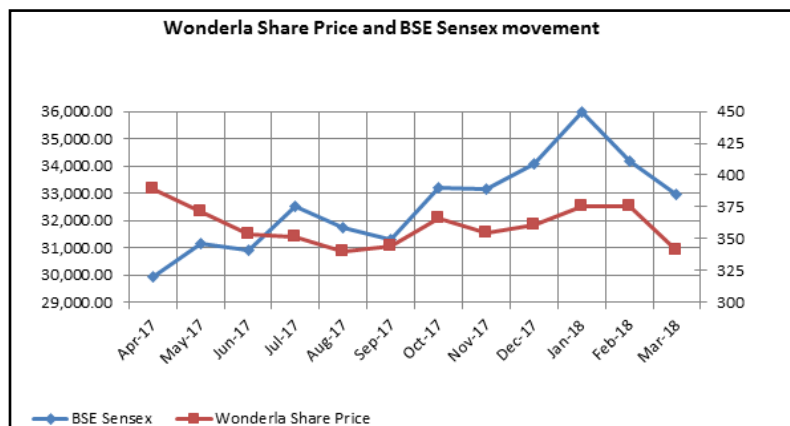
As per the provisions of Section 125 of the Companies Act, 2013, the Company is required to transfer the unpaid dividend amount which is unclaimed for a period of seven years from the date of declaration of dividend to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

V. Listed on stock exchanges and stock code

BSE Limited : 538268

National Stock Exchange of India Limited : WONDERLA

Performance of share price of the Company in comparison to BSE Sensex:



VI. Annual Listing and Custodial Fee

The Company has paid the Annual Listing and custodial fee for the year 2017-18 to respective stock exchanges and Depositories within the stipulated time.

VII. Registrar & Share Transfer Agents

Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower- B, Plot No 31 & 32., Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India.

Tel: +91 - 40 - 67161500, 33211000; Fax: +91 - 40 – 23420814, 23001153

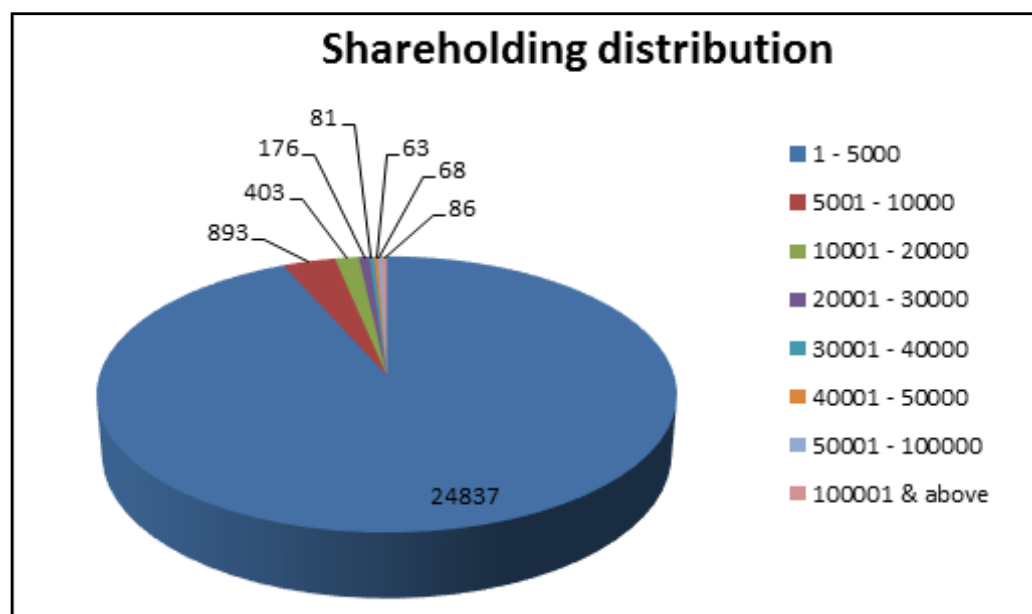
Website: <http://karisma.karvy.com>

VIII. Share Transfer System

Shares sent for transfer in physical form are registered and dispatched within 15 days of receipt of the documents, if documents are found to be in order. Shares under objection are returned within 15 days. Monitoring of Share Transfers and other investor related matters are dealt with by the Stakeholders Relationship Committee. The Company's Registrars, Karvy Computershare Private Limited processes the share transfers in respect of physical securities on a fortnightly basis and the processed transfers are approved by the authorized Executives of the Company also on a fortnightly basis. All requests for dematerialization of shares, which are in order, are processed within 15 days and the confirmation is given to the respective depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

IX. Shareholding Pattern**a. Distribution of Shareholding as on March 31, 2018**

S.No	Category	No. of Shareholders	Percentage of Shareholders	Amount	Percentage of Shareholding
1	1 - 5000	24837	93.35	23137050	4.10
2	5001 - 10000	893	3.36	6770390	1.20
3	10001 - 20000	403	1.51	5871820	1.04
4	20001 - 30000	176	0.66	4406920	0.78
5	30001 - 40000	81	0.30	2850000	0.50
6	40001 - 50000	63	0.24	2894890	0.51
7	50001 - 100000	68	0.26	4876010	0.86
8	100001 & ABOVE	86	0.32	514199620	91.01
	Total:	26607	100.00	565006700	100.00



Shareholding Pattern as on March 31, 2018

Sl.No.	Description	No. of Shareholders	No. of Shares	Percentage of Shareholding
1	Promoters	2	22517492	39.85
2	Promoters Group	4	17591730	31.14
3	Foreign Portfolio Investors	25	6341495	11.22
4	H U F	493	156236	0.28
5	Indian Financial Institutions	1	7693	0.01
6	Bodies Corporate	313	999669	1.77
7	Mutual Funds	10	3109368	5.50
8	NBFC	4	1863	0.00
9	Non Resident Indians	841	671772	1.20
10	Resident Individuals	24633	4840319	8.57
11	NRI Non-Repatriation	246	159035	0.28
12	Banks	2	8095	0.01
13	Clearing Members	32	92087	0.16
14	Trusts	1	3816	0.01
	Total	26607	56500670	100.00

c. Details of Shareholding of Directors as on 31st March 2018

Name of the Director	No. of Shares (Rs.10/- per share Paid up)	% of total equity
Mr. M. Ramachandran	Nil	-
Mr. Kochouseph Chittilappilly	1,46,07,292	25.85
Mr. Arun K. Chittilappilly	79,10,200	14.00
Ms. Priya Sarah Cheeran Joseph	15,09,000	2.67
Mr. George Joseph	Nil	-
Mr. Gopal Srinivasan	Nil	-
Mr. R. Lakshminarayanan	Nil	-

d. Dematerialization of shares and Liquidity as on March 31, 2018:

Category	No. of Holders	Total Shares	Percentage of Shareholding
PHYSICAL	5	407	0.00
NSDL	16991	51231956	90.67
CDSL	9611	5268307	9.32
TOTAL	26607	56500670	100.00

e. No. of Shares in Demat form as on March 31, 2018:

No. of Shares	% of Shares	No. of Shareholders	% of Shareholders
56500263	99.99	26602	99.99

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity- NIL

X. Branch Locations :

- Wonderla Holidays Limited, 28th KM, Mysore Road, Bangalore-562 109 Karnataka, India (Registered Office cum Branch).
- Wonderla Holidays Limited, Pallikkara, Kumarapuram, P.O., Kochi-683 565, Kerala, India.
- Wonderla Holidays Limited, Kongara Raviryala P.O., Rangareddy District, Hyderabad – 501510, Telangana, India.X.

Address for Correspondence

Address of Registered Office of Company	Registrar and Transfer Agent
Wonderla Holidays Limited 28th KM, Mysore Road, Bangalore- 562 109	Karvy Computershare Private Limited Karvy Selenium, Tower- B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India.

For Wonderla Holidays Limited