WONDERLA HOLIDAYS LIMITED
Policy on Related Party transactions

1. Policy

This policy applies to all the transactions which are entered into with the Related Parties. All the transactions with related parties will be at arm's length, which means the terms and conditions of such transactions will be finalized in such a way that those transactions are entered into between unrelated parties.

2. Definitions

Arm's Length Transaction means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

Audit Committee or Committee means the committee of the Board of the Company constituted in accordance with provisions of the Listing Regulations and the Companies Act.

Board means the board of directors of the Company.

Key Managerial Personnel means key managerial personnel as defined under the Companies Act.

Material Related Party Transaction means a material transaction with a Related Party as provided in the explanation under Section 23(1) and Section 23(1A) of the Listing Regulations, as may be amended from time to time.

Ordinary course of business means a transaction as may be so determined based on the guiding principles set down under Appendix A, which may be amended from time to time in accordance with the statutory requirements and other industry practices and guidelines.

Policy means this Related Party Transaction Policy.

Related Party means related party as defined under Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the Listing Regulations, read with amendments issued from time to time which is as follows:

Section 2(76) of the Companies Act

> "Related party", with reference to a company, means
>
> (i) director or his relative ;
>
> (ii) a key managerial personnel or his relative ;
>
> (iii) a firm, in which a director, manager or his relative is a partner ;
>
> (iv) a private company in which a director or manager or his relative is a member or director;
>
> (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;

(vi) any body corporate whose Board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;

(vii) any person under whose advice, directions or instructions a director or manager is accustomed to act:

(viii) Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

(ix) any company which is – a. a holding, subsidiary or an associate company of such company ; or b. a subsidiary of a holding company to which it is also a subsidiary ;

(x) such other person as may be prescribed;

Section 2(1)(zb) of the Listing Regulations

"Related party" means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

"Provided that:
(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
(b) any person or any entity, holding equity shares:
(i) of twenty per cent or more; or
(ii) of ten per cent or more, with effect from April 1, 2023;
in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;
shall be deemed to be a related party:"

"Related Party Transaction" means a related party transaction as defined under Regulation 2(1)(zc) of the Listing Regulations read with amendments issued from time to time which is as follows:

Section 2(1)(zc) of the Listing Regulations

"Related Party Transaction" means a transaction involving a transfer of resources, services or obligations between:

(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or

(ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023;

regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:
(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(b) the following corporate actions by the listed entity which are uniformly

applicable/offered to all shareholders in proportion to their shareholding:
i. payment of dividend;
ii. subdivision or consolidation of securities;
iii. issuance of securities by way of a rights issue or a bonus issue; and
iv. buy-back of securities.
(c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board: Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s);"

"Relative" with reference to a director or a Key Managerial Personnel means persons defined under Section 2(77) of the Companies Act read with amendments issued from time to time.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, the Listing Regulations, Accounting Standards or any other applicable law or regulation.

3. Materiality Thresholds

The Board has, in accordance with the Listing Regulations, determined that a transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company

4. Periodic identification of Related Parties

4.1 Related parties shall be identified under Companies Act and the Listing Agreement, as amended from time to time and regularly verified.

4.2 The Secretarial Department of the Company shall request from all the Directors and Key Managerial Personnel information that may be required for inclusion in the list of Related Parties of the Company.

4.3 Each Director and Key Managerial Personnel of the Company shall be required to inform the Secretarial Department of the Company of any change in the information previously provided on the list of Related Parties of the Company.

4.4 Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board / Audit Committee may reasonably request.

4.5 The list of identified Related Parties will be tagged and updated in the accounting system regularly and also periodically sent out to those of the staff of the Company that might be in the position to conduct or know of the possible conduct of Related Party Transactions.

5. Approvals for transactions with related parties:

5.1 Before undertaking any transaction, it must be examined by the Company whether such transaction qualifies as a Related Party Transaction, requiring compliance with this Policy. The Chief Financial Officer in consultation with the Company Secretary and other persons, as appropriate, shall determine whether a transaction does, in fact, constitute a Related Party Transaction and if so, ascertain in which of the following categories such transaction should be classified in order to determine the approval requirements:

5.2 Approval of Audit Committee

(i) All transactions to be entered with Related Parties shall be entered into only after prior approval of Audit Committee. However, the Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances set out below.

(ii) The Audit Committee shall, after obtaining approval of the Board, specify the criteria for granting the omnibus approval in line with the Policy and such approval which shall include the following namely:

(a) Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;

(b) The maximum value per transaction which can be allowed;

(c) Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;

(d) Review, at such intervals as the Audit Committee may deem fit, of Related Party Transaction entered into by the Company pursuant to each omnibus approval made; and

(e) Transactions which cannot be subject to the omnibus approval by the Audit Committee.

(iii) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:-

(a) repetitiveness of the transactions (in past or in future); and

(b) justification for the need of omnibus approval.

Provided that where the need for Related Party Transactions cannot be foreseen and details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees one crore per transaction.

(iv) The omnibus approval shall provide details of (a) the name/s of the Related Party, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into; (b) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any; and (c) such other conditions as the Audit Committee may deem fit.

(v)The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions transacted into by the Company pursuant to the omnibus approval given.

(vi) Any member of the Audit Committee who has a potential interest in any Related Party Transaction will abstain from any discussions or voting on such proposals.

5.3 Approval of the Board

All Transactions which are not in the ordinary course of business or that qualify as an Arm's Length Transaction will be put up for prior approval of the Board.

If any director of the Company is interested in any contract or arrangement with a Related Party, such director cannot be present at the Audit Committee / Board meeting of the Company during discussions in the matter. All related parties shall not vote to approve any related party transaction irrespective of whether the related party is a party to the particular transaction or not.

5.4 Approval of the Shareholders

In case the Company has a paid-up share capital exceeding the amount as may be prescribed or the value of the specified transaction exceeds the prescribed thresholds under the Companies Act read with applicable rules, it will be also be put up for prior approval of the shareholders in accordance with the requirements under the Companies Act. All material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Provided that approval of the shareholder shall not be required in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved. Provided further that approval of the shareholders shall not be required for transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.

5.5 Exempted Transactions

The requirement of seeking approval of the Audit Committee or Board or the shareholders in accordance with Paragraph 5.2, 5.3 and 5.4 above, shall not apply in respect of exempted transactions as specified under Companies Act, the Listing Regulations, Accounting Standards and any other applicable laws.

6. Ordinary Course of Business and Arm's Length Price:

6.1 Arm's length pricing in respect of all Related Party Transactions shall be determined in accordance with the policy memos adopted by the Board for specified Related Party Transactions, where such memos have been prepared.

6.2 All proposed Related Party Transactions may be assessed as to whether they are in the Ordinary course of business by reference to the Company's Note on 'Determination of Ordinary Course of Business', as approved by the Audit Committee.

7. Disclosure and reporting

7.1 Details of the Related Party Transactions during the quarter shall be disclosed in the Audit Committee and Board meeting.

7.2 The Company shall disclose to the stock exchange along with the compliance report on corporate governance on a quarterly basis details of all transactions with Related Parties exceeding the materiality threshold.

7.3 The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

7.4 Director's report shall contain details of Related Party Transactions as required under the Companies Act.

8. Review of the Policy

The adequacy of this Policy shall be reviewed and reassessed by the Audit Committee periodically and appropriate recommendations shall be made to the Board to update the Policy based on the changes that may be brought about due to any regulatory amendments or otherwise. The policy shall be reviewed by the board of directors at least once every three years including clearly specifying threshold limits and updated accordingly.