

# Wonderla Holidays Limited

Regd. Office : 28th km, Mysore Road, Bangalore - 562 109, Ph : 080 - 22010333/322,  
 Fax : 080 - 22010324 E-mail : mail.blr@wonderla.com Website : www.wonderla.com  
 CIN :- L55101KA2002PLC031224



## Quarterly compliance report on corporate governance

1. Name of Listed Entity : Wonderla Holidays Limited
2. Quarter ending : 31<sup>st</sup> March, 2016

### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive / Non-Executive / independent/ Nominee ) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	George Joseph	AETPJ6685F00253754	Chairperson, Independent	19/09/2014	18 months	2	1	2
Mr.	Kochoush Chittilappilly	ABTPK4822C00020512	Non-Executive	18/11/2002	NA	2	0	0
Mr.	Arun K Chittilappilly	AAQPC8182M00036185	Executive	01/03/2013	NA	1	1	0
Ms.	Priya Sarah Cheeran Joseph	AERPJ7748B00027560	Executive	28/05/2014	NA	1	0	0
Mr.	M P Ramachandran	ADZPM3832E00553406	Independent	19/09/2014	18 months	2	3	1

#### Branches:

Kochi : Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph: 0484-2684001-6 Fax: 0484-2684001, E-mail: mail.cok@wonderla.com  
 Hyderabad : Kongara Ravirya P.O., Rangareddy District, Pin: 501 510, Ph: 040-23490300, E-mail: mail.hyd@wonderla.com

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\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen  
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) \$
1. Audit Committee	1. George Joseph 2. Arun K Chittilappilly 3. M P Ramachandran	Chairperson, Independent Executive Independent
2. Nomination & Remuneration Committee	1. M P Ramachandran 2. George Joseph 3. Kochouseph Chittilappilly	Chairperson, Independent Independent Non-Executive
3. Stakeholders Relationship Committee	1. M P Ramachandran 2. George Joseph 3. Arun K Chittilappilly 4. Priya Sarah Cheeran Joseph	Chairperson, Independent Independent Executive Executive

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
26 <sup>th</sup> October, 2015	10 <sup>th</sup> February, 2016	106

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
10 <sup>th</sup> February, 2016	Yes	26 <sup>th</sup> October, 2015	106

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee : Yes
- b. Nomination & remuneration committee : Yes
- c. Stakeholders relationship committee : Yes
- d. Risk management committee (applicable to the top 100 listed entities) : NA

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes

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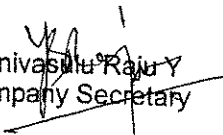


5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: : Yes

## Name & Designation

**Company Secretary / Compliance Officer / Managing Director / CEO**

For Wonderla Holidays Limited

  
Srinivasulu Raju  
Company Secretary

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AMUSEMENT PARK & RESORT

## Compliance report on corporate governance

1. Name of Listed Entity: Wonderla Holidays Limited
2. Year ended: 31<sup>st</sup> March, 2016

I. Disclosure on website in terms of Listing Regulations	
Items	Compliance status (Yes/ No/ NA)
Details of business	Amusement Parks and Resort
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

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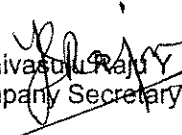
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<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/ No/ NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/ or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	7(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	7(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

For Wonderla Holidays Limited

  
Srinivasulu Rao  
Company Secretary

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