

Wonderla Holidays Limited

Policy Name	Dividend Distribution Policy
Approved by	Board of Directors

1. Objective

The Policy is formulated in line with the requirement of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

During the past 10 years or more Company's dividend payout trend shows that the dividend either remained constant or increased steadily however instance of variations has been very rare. The dividend Policy of the Company largely depends on internal and external factors and hence the Company has designed its dividend distribution Policy in such a way that best interest of both Shareholders and the Company are satisfied.

Consistent dividend trend of the Company reflect its loyalty to shareholders since the Board considers dividend as regular source of income for the shareholders.

2. Definitions

- i. ACT means the Companies Act, 2013 and rules made thereunder
- ii. BOARD means the Board of Directors of the Company
- iii. COMPANY unless the context otherwise provides, would imply Wonderla Holidays Limited
- iv. DIVIDEND means Dividend as defined under Companies Act, 2013
- v. FREE CASH FLOW mean net cash flows arising from operating and financing activities less any fluctuations for onetime events like asset amortisation
- vi. NET PROFIT means the Net Profits as arrived at after payment of all applicable Taxes
- vii. POLICY mean the Dividend Distribution Policy
- viii. SEBI Regulations mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Words and expressions used and not defined in this Policy but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013), Listing Regulations and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

This Code will be governed by the Rules and Regulations as applicable and any provision(s), if not specifically provided herein, will operate as per the provisions of Companies Act, 2013, Listing Regulations, SEBI Regulations and such other rules and Regulations as may be applicable.

3. Parameters

The objective of this Policy is to ensure the right balance between the quantum of Dividend to be paid and amount of profits to be retained in the business for various purposes. Towards this end, the Policy lays down below parameters to be considered by the Board of Directors of the Company for declaration of Dividend from time to time.

a. The circumstances under which the Equity shareholders may or may not expect dividend.

Dividends are earnings that Companies pass on to their shareholders. There are a number of reasons to decide the amount to be distributed as dividends. There are also a number of reasons for the Company to retain earnings.

Company when growing rapidly usually would pay less dividend or do not pay dividend in exceptional circumstances so as to invest as much as possible into further growth, expansion of activities or forecast of future operations. At a time when Board believes it will be prudent to increase its value (share price) by retaining its earnings; it will choose pay less dividend or do not pay dividends and may utilize the money to finance a new project, acquire new assets, expansion, buyback its shares or even buy out another Company.

Also, the choice to not pay or pay less dividends may depend upon tax perspective. At present, Dividends are taxable to certain category of investors at special rate. The capital gains on the sale of appreciated share can have a lower or nil long-term capital gains tax rate depending upon the period of holding of shares.

However, Company's past record of 10 years or more reflect that the Company has been consistently paying dividend.

b. The financial parameters that shall be considered by the Board while recommending/ declaring dividend.

The Company follows constant dividend payout. Special dividend is considered in years of exceptionally good profit or on special occasion/ anniversary. The parameter, Company generally considers, is upto 20% (excluding dividend distribution tax) of Profit After Tax (excluding extra-ordinary & exceptional gains) will be paid as Dividend. Notwithstanding the above, subject to the provisions of the Companies Act, Dividend shall be declared or paid only out of-

(i) Current financial year's profit:

- a) after providing for depreciation in accordance with law,
- b) after considering the dividend distribution tax including surcharge if any,
- c) after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.

And/or

(ii) The profits for any previous financial year(s):

- a) after providing for depreciation in accordance with law

- b) after considering the dividend tax including surcharge, if any;
- c) remaining undistributed; or

The Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or ESOP or resulting from change in accounting policies or accounting standards.

Other parameters the Company may consider are, it's Debt-Equity ratio, Return on Equity, Income Tax, Cash Flow/ liquidity, future expansion and acquisition.

c. Internal and external factors that shall be considered for declaration of dividend;

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors will endeavor to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

The Dividend pay-out decision of the Company would depend upon certain external and internal factors-

External Factors:-

Uncertainty - in case of uncertain or recessionary economic and business conditions, Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks.

Volatility - when the capital markets are favorable, dividend pay-out can be liberal. However, in case of unfavorable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Regulatory Restrictions - The Board will take in account the restrictions imposed by Companies Act with regard to declaration of dividend.

Interest and inflation rate prevailing from time to time.

Internal Factors:-

Apart from the various external factors afore-mentioned, the Board will take into account various internal factors while declaring Dividend, which inter alia, will include-

- (i) Profits earned during the year;
- (ii) Present & future capital requirements of the existing businesses;
- (iii) Brand / Business Acquisitions;
- (iv) Expansion/ Modernization of existing businesses;

- (v) Additional investments in subsidiaries/ associates of the Company;
- (vi) Fresh investments into external businesses;
- (vii) Any other factor as deemed fit by the Board.

d. Policy as to how the retained earnings shall be utilized

The Company shall strive to utilize retained earnings at optimum level by investing in the business for expansion, acquisition, purchase of new assets/ rides and at the same time may consider issuing Bonus shares or buyback the shares in order to enhance the value of the shares and give optimum return to the stakeholders.

The Board of Directors of the Company subject to the applicable provisions of the law may appropriate some or all of the Company's retained earnings when it wants to restrict dividend distributions to shareholders.

Appropriations are usually done at the Board's discretion with exceptional circumstances, Board may contractually or statutorily require to do so.

e. Provisions / Parameters with regard to various classes of shares.

The Company is having only one class of paid up shares i.e. fully paid Equity Shares of the face value of Rs. 10/- each. Hence, the same is not applicable.

4. Amendment(s) to the Policy

The Policy may be amended to meet the requirements of any relevant statute(s) or the business interest of the Company by the Board of the Company. Any or all provisions of this Policy would be subject to revision/ amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.