



2019-20  
Annual Report

Let's Play  
Soon!

  
PARKS AND RESORTS

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#### Disclaimer

Statements in this report that describe the Company's objectives, projections, estimates, expectations or predictions of the future may be forward-looking statements' within the meaning of the applicable securities laws and regulations. The Company cautions that such statements involve risks and uncertainty and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include raw materials' cost or availability, cyclical demand and pricing in the Company's principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business, and other factors relating to the Company's operations, such as litigation, labour negotiations and fiscal regimes.



# Welcome to Wonderla

**A wonder-filled destination designed to delight. We're ready to play, whenever you are!**

With rides that give a huge adrenaline rush, cuisines that warm the soul, and a resort experience that makes beautiful memories, we at Wonderla have created a magical place filled with thrills, fun, and family time. Our guests can completely let go and immerse themselves in exuberance, because all our parks are as committed to safety and hygiene as they are determined to delight. We want everyone who comes to our park and our resort to spend the day with a big smile on their face and never worry for a moment about diving into an adventure, because behind each one of our rides is a dedicated team working nonstop to ensure the highest levels of protection, as per international standards.

We are equally committed to our promise of always ensuring the best for our employees, our shareholders, our society, and our environment.

**Every day, we passionately strive to make Wonderla more inviting, more joyous, and safer for one and all.**

**So, let's play soon!**



# We are Wonderla

**In our 20th year now,  
we are ready to give  
India more thrills, more  
adventures, and a  
much greater sense of  
safety, enhancing our  
world-class operations.  
At our parks, you can  
play your heart out.**



In the year 2020, Wonderla has finally left its teenage phase – our operations turn 20 this year, after our first launch as Veegaland in Kochi, in the year 2000. With this maturity, the result of two decades of operating experience and expertise in delighting visitors, has come a stronger focus on implementing state-of-the-art health and safety measures, further enhancing our already stringent systems. We have also introduced unmatched novelties at our parks to satiate everyone's thirst for adventure. The whole Wonderla experience is curated to help people enjoy life to the fullest with some adrenaline-rushing thrills, while being protected at all times.

Our three amusement parks in Kochi, Bengaluru, and Hyderabad, and the Wonderla Resort in Bengaluru offer a total of 100 dry rides, 61 wet rides, 84 luxury rooms and 30,000 sq.ft. of conference & banquet space, Outdoor sports facility like Cricket ground, Badminton court and Sand Volleyball court. A fourth Wonderla park is set to come up in Chennai, the construction of which is contemplated to commence soon.



3

Amusement Parks



Outdoor Sports Facility



4

Banquet Halls



161

Fun Rides



15

Restaurants



33

Awards since inception



## Vision

Adding 'Wonder' to lives and bringing people closer.



## Mission

Build and operate resource-efficient amusement spaces to deliver a fun, thrilling, and hygienic experience to our guests.

**Our Key Advantages**

**Brand equity and operational experience**

Being among the top amusement parks in India, the Wonderla name has a strong brand equity, backed by two decades of catering to the global citizens of 21st century India.

**In-house manufacturing**

Our in-house manufacturing capability enables us to design and create our own rides, ensure utmost quality control, and tighten the bottom line by lowering the cost of adding new rides.

**Proximity to city with ample land availability**

Our parks can be easily accessed by people of the three major cities where we operate and by people from surrounding areas. We also have enough land available for new rides and future expansion.

**Constant innovation and new attractions**

We are constantly adding attractions or improving existing ones on the basis of thorough research, analysing the preferences of visitors to renowned amusement parks in India and other countries.

**Strong financials**

Wonderla Holidays Limited is a debt free company and has no short-term or long-term outstanding loan repayment obligation. In addition, we currently have liquid assets of ₹ 120 Crores in Mutual Funds and Bank Fixed Deposits.

We have substantially unencumbered assets (except a portion of the land in Kochi, which has been secured towards ₹ 25 Crores of facilities from HDFC Bank Ltd., and remains largely undrawn).

**Robust hygiene and safety practices**

We make health and safety central to our operations, both for visitors and employees. Our systems have been enhanced during the year under review to earn a still higher degree of trust.

**Dedicated and capable teams**

Our teams, those in customer-facing roles and those who work in the background, are trained and qualified according to the best industry standards and are committed to the success of the parks.

**Property Showcase**

Particulars	Bangalore	Kochi	Hyderabad
Total Land Available (Acres)	81.75	93.17	49.50
Developed Land	39.20	28.75	27.00
Land Available for Future Development	42.55	64.42	22.50

The Company has already bought 64 acres of land in Chennai for its fourth amusement park, the construction of which is contemplated to commence soon.

**List of awards and certifications received during the year :**



**Great Place to Work certification from Great Place to Work Institute.**

**Bangalore Park – Indian Association of Amusement Parks and Industries (IAAPI) Award for promotional activity through Television media.**

**Kochi Park – Kerala State Pollution Control Board Award in Best Environmental Practices – 2019.**

**Second-best Productivity Performance in the category of Service Industries from FACT MKK Nayar Memorial Productivity Awards.**

**Hyderabad Park – Certificate from TTF, Hyderabad – The “MOST INNOVATIVE PRODUCT AWARD” for Mission Interstellar ride.**



**TripAdvisor Travellers Choice has ranked:**

**Wonderla Bangalore as the 3rd best Amusement Park in India and 8th best in Asia;**

**Wonderla Kochi as 4th best in India and 16th best in Asia; and**

**Wonderla Hyderabad as 7th best in India.**

# Chairman's Letter



We are optimistic that post-lockdown, the public sentiments will improve to restore footfalls. When people come to play at any of the Wonderla parks, they will be protected by every measure possible, with special attention to their health and safety concerns arising out of the pandemic.

## Dear Shareholders,

The financial year 2019-20 was highly challenging. The turnover of the Company was ₹ 283 Crores as against ₹ 292 Crores in the previous year. The net profit after tax was ₹ 65 Crores as against ₹ 55 Crores in the previous year. This increase was mainly due to an exceptional item of ₹ 19 Crores arising out of reversal of earlier provision for disputed service tax demands which were settled under the 'Sabka Vishwas' scheme of the Government. Your Company had paid interim dividend of 18% during the year, the same rate as in the year 2018-19.

The first quarter of 2019-20 was quite positive for us and the business grew, but the economic slowdown in the second quarter put severe income constraints on middle-class Indians, whose footfall is essential for the profitability of our business. We had put in extra marketing efforts to take advantage of the festival season in the third quarter, but the footfall was not as many as we had hoped for. The fourth quarter, which is usually the lean season for us because of the school exams, was hurt badly from the middle of February 2020, as people began

to practice social distancing following the growing threat of the corona virus infection (pandemic). We closed our parks around the middle of March 2020, consequent to the directions of the State Governments. We are not sure about the date when Governments will give clearance for re-opening of amusement parks.

## Safety measures

We enhanced our efforts to further strengthen the safety measures of all the parks, following a minor accident in June 2019 at the Bengaluru park. There were some highly exaggerated – and untruthful – social media posts about this accident, but that, fortunately had no noticeable impact on our visitor count.

We have in place a system of rigorous checking of rides and other equipment in the parks. Now the frequency of checks has increased significantly. We have issued detailed manuals containing all the information and operating instructions of various rides and these protocols are scrupulously followed. Every morning, a



Every morning, a pre-opening check of each ride is done by the ride operator and augmented by random checks by a safety supervisor.



**A well-equipped paramedic first-aid clinic is available in each park, with ambulance facility and service of a Doctor in Bangalore and Hyderabad parks.**



pre-opening check of each ride is done by the ride operator and augmented by random checks by a safety supervisor. There is also a monthly check, where all park safety aspects are reviewed. In addition, yearly shutdown maintenance and non-destructive tests for the integral parts of the rides are done. If the tests (scans) reveal any excessive wear and tear, the ride is immediately shut down for maintenance. A reputable German agency (TUV) visits our parks every year and checks all the high-thrill rides on a rotational basis. A well-equipped paramedic first-aid clinic is available in each park, with ambulance facility and service of a Doctor in Bangalore and Hyderabad parks.

**Current scenario**

We have, unfortunately, lost business for almost the entire first quarter of the year 2020-21, which means losing the largest share of the profits generated by our parks in any year. We are optimistic that post-lockdown the public sentiments will improve to restore footfalls. When people come to play at any of the Wonderla parks, they will be protected by every measure possible, with special attention to their health and safety concerns arising out of the pandemic.

In the meantime, the management is doing everything under their control to save costs by implementing several measures. These measures include re-negotiating annual maintenance contracts, digital promotion of Park attractions, implementation of alternate revenue streams etc. As your Company was following a very conservative policy on preserving funds for growth and expansion, it has been able to survive without additional assistance from Banks, even during this lockdown period.

Our major planned investment is the upcoming Chennai park. Following the lockdown, the construction work at the site was stopped. Once the lockdown is lifted, we shall resume the work.

I take this opportunity to thank the Tamil Nadu Government for allowing exemption to Wonderla from the 10% Local Body Tax (LBT) on ticket revenue for a period of five years from the date of commencement of commercial operations or September 30, 2021 whichever is earlier. We have to renegotiate the exemption period in view of the delay in construction work due to lockdown.

**Future opportunities**

People need recreation and the world-class amusement parks of Wonderla would remain highly desirable destinations for them. We shall continue to strategise and add value to our offerings and keep a tight rein on operational costs to navigate this very difficult period.

On behalf of the Board of Directors and the Wonderla team, I thank our shareholders, patrons, investors, regulators, bankers, and vendors for their support and faith in us. I am grateful for the dedicated efforts made by each employee of the Company. Details of the Company’s financial performance for 2019-20 and growth strategies would be presented by Mr. George Joseph, Joint Managing Director.

Best Wishes

**M. Ramachandran**  
Chairman

# Joint Managing Director's Message



We are extremely delighted that our Kochi, Bangalore and Hyderabad Parks have completed 20 years, 15 years and 4 years of successful operations respectively.

## Dear Shareholders,

The past year has been undeniably difficult, but we, at Wonderla, have used this time to work on our strengths. With the highest levels of health, safety and hygiene protocols in place, we are eagerly looking forward to invite the visitors to our recreation and leisure facilities. Our message to patrons is: "Let's play soon!"

Wonderla Holidays Limited, despite its international standard offerings and services, has been buffeted by stormy winds in a macro-economic scenario that saw a global slowdown made worse by the worldwide corona virus contagion. However, the resilience of our internal policies and processes has helped us remain a debt-free company through very judicious cost management and investment. Fortified by every manner of safety checks, we are now ready to welcome visitors who need much-awaited outdoor fun after the long months of a nationwide lockdown.

Our offerings are broad-based family entertainment; our parks are designed for 'Fun under the Sun' for every age group. Mindful of the public need for safety assurance even as they indulge in recreation, we will continue to provide a cleaner, hygienic, sustainable and safe experience at Wonderla, managed by professionally trained staff. Our aim is to energise fun, giving visitors a sense of being invigorated through adventurous rides and other activities.

## Operational Review

We are extremely delighted that our Kochi, Bangalore and Hyderabad Parks have completed 20 years, 15 years and 4 years of successful operations

respectively. The year 2019-20 brought challenges after challenges for the amusement parks industry. But we undertook a number of re-engineering initiatives to make Wonderla Parks and Resort more attractive and competitive.

A lot of emphasis was put on enhancing the safety levels, as the Chairman's letter has explained in detail. During 2019-20, we have introduced seven new rides to increase the thrill and novelty factor.

This year, we have reaped the cost benefits of measures rolled out earlier, such as the digital wallet for park visitors facilitated by Ez-pay our decision to manage the food and beverages business ourselves, taking back control from third-party operators; food production in centralised kitchen and the tracking system for business development executives and partners that has helped us optimally follow up and convert leads to actual business.

During the year, the overall number of walk-in visitors dropped and the number of group visits went up, as we aggressively promoted the park through our Business Development Partners (BDPs). This caused a drop in revenue as the Revenue Per Visitor (RPV) from the groups are relatively lower than the walk-in visitors. Our strategy is to run promotions to bring the walk-in visitors back, and also tie up with tour operators to attract higher-spending groups such as in-bound tourists in the cities where we are present and in the areas around those cities.

## Financial Performance

While the year 2019-20 began on a strong note for us, it ended with low figures on most business metrics, because of

the 2019 economic slowdown and park closure forced by the 2020 contagion, plus some business lost due to heavy rains in the past monsoon.

Our consolidated figures are: 3% drop in Total Revenue, standing at ₹ 283 Crores at the end of 2019-20, compared to ₹ 292 Crores at the end of 2018-19; 17% rise in PAT, at ₹ 65 Crores this year, compared to ₹ 55 Crores in the previous year; 6% drop in EBITDA, at ₹ 116 Crores this year, compared to ₹ 124 Crores in the previous year. However, we remain a Company with strong liquidity position. As on 31st March, 2020, Wonderla has about ₹ 120 Crores in liquid investments that are more than enough to meet all significant near-term obligations.

We know that our fundamentals are very strong, as we did significantly good business during the first quarter of 2019-20, overcoming the massive economic setbacks of the Kerala floods of August 2018 and all the key numbers rose year-on-year in Q1. Our business performance was stressed in the second quarter in light of the downturn; the third quarter saw footfalls returning to our parks, but the visitor figures and revenues were lower year-on-year; and the fourth quarter was suffered due to the COVID-19 pandemic.

Despite the impact of COVID-19 and the prevailing uncertainty, Wonderla is certain to return to its full potential.

## Strategic Way Forward

A Marketing Strategy Committee was formed with the broad objectives of making decisions for: increasing footfalls; attracting more repeat visitors; and driving a high yield per visitor. Tasked with this, the Committee has identified

the focus areas of: digital marketing; data analytics; loyalty program; branding; and bringing back our Brand Mascot “Chikku”.

We are identifying strategic partners to get the best results out of our focus areas. The aim is to become a data-driven Company that uses information technology to know its customers better, and monetise that data to devise alternative revenue streams and upgrade existing offerings such as the loyalty program. The data will also be used for more precise mass media communication in order to build a stronger emotional connect with our target groups. Such a connect should also increase referrals, helping to cement our reputation and winning more customers.

Once social distancing norms ease up, we shall focus on: improving existing parks to get more footfalls; expansion through setting up new amusement parks; enhancing the visitor experience by integrating partner hotels with Wonderla parks; expanding the in-house ride design and manufacturing capabilities; widening revenue streams and innovating marketing initiatives to supplement income from entry fees. One of our revenue stream innovations is the Food Takeaway Outlet, named ‘Wonder Kitchen’, planned as a test case launch near to our Bengaluru park. To maximise our F&B capability, we are looking at various options such as encouraging meal combos and introducing buffet service across all the parks.

Once the normalcy returns, our first priority is re-opening the existing parks and the resort, and thereafter commencing the construction of the Chennai project, in which we have already invested ₹ 109 Crores. This is a project that needs the full-fledged amusement park experience for us to beat the rivals. We have to stimulate the Chennai market through ad spend and promotions.

As we can see from the international trend, amusement parks that are re-opening abroad are attracting visitors – there is a pent-up demand. At Wonderla parks, safety measures shall be maintained by limiting the number of visitors. The average capacity of our parks is 8,000-10,000 people per day; even if we cap the number at one-third of that, we can let in 3,000-3,500 people daily at each park. Dry rides with social distancing should be a viable proposition,

to begin with. There will be a slight cost increase – ₹ 50 extra per visitor – for the sanitisers dispensed and safety protocol maintained. Since we have a tight rein on operating costs, we can break even (cash) with a daily footfall of 1,300 at each park. Our ticket pricing will be modified according to the number of rides that we offer.

Broadly, our strategy is based on sweating our assets more (e.g. land monetisation, optimising park timings); looking at the installation of fewer rides with greater rider capacity; creating a Wonderla talent bank to utilise employees in the best way possible; and creating digital dashboards for a better real-time overview of everything going on at our facilities.

Our land bank is one of our key assets. Our Company owns 93.17 acres in Kochi, 81.75 acres in Bengaluru, and 49.50 acres in Hyderabad, within which further expansion of existing parks could be undertaken.

### Focus on strengths

At Wonderla, our USP is cleanliness, hygiene and safety, which are unmatched across the industry. The high Net Promoter Score of 95 – this is a measure of customers’ willingness to recommend a company’s products or services to others – reflects that all our visitors are thrilled and they will definitely come back in higher numbers. In Q1, even though there was a decline in the footfall of other parks, the Wonderla parks could show a growth of 10-12% because of our business process re-engineering.

I am happy to mention that our Company has been certified as a “Great Place to Work” by the Great Place to Work Institute, which surveys about 10,000 companies on an annual basis and certifies only a few. We have got this recognition in our first year of participation in the survey.

We also have a strong Business Development and Business Development Partner (BDP) network that is unique to us and has yielded good footfall during the year under review. We are constantly trying to improve the quality of our people, including the BDPs. We are pushing their potential and capability so that they will continue to benefit not only the Company but also themselves by earning a good commission, and we hope they will stay with us forever. These



**Our land bank is one of our key assets. Our Company owns 93.17 acres in Kochi, 81.75 acres in Bengaluru, and 49.50 acres in Hyderabad, within which further expansion of existing parks could be undertaken.**

are some of the initiatives that give us an edge over other parks. We are confident that our superiority in the business will continue.

Life is worth celebrating and leisure travel is one of the best ways to do so. Domestic travel revenue was estimated at US\$ 215.4 billion in 2019 and is anticipated to further increase to US\$ 405.8 billion by 2028. Amusement parks add an extra thrill to leisure travel by offering people the kind of delight and adventure, combined with safety, not to be found in any other setting. A sense of adventure adds a much-needed fun quotient in our lives. Amusement parks will continue to be a sought-after destination for entertainment and making memories.

I would like to conclude by thanking our esteemed shareholders, other stakeholders and patrons for their confidence in our Company. I express my gratitude to the entire Wonderla team for our remarkable 20-year journey. We will continue to provide an avenue for a complete family adventure with unparalleled thrilling experience.

Best Wishes

**George Joseph**  
Joint Managing Director

## 5-Year Financial Scorecard

Over a period of 5 years, we have grown our business at a CAGR of 7% from ₹205 Crores to ₹283 Crores.

(₹ in Lakhs)

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Footfall	23.81	25.23	24.87	26.59	22.37
<b>Income, Profit and Dividend</b>					
Income from operations	28,288.00	29,165.70	27,049.34	26,282.23	20,535.94
Profit before depreciation, interest, exceptional items and tax (PBDIET)	11,611.49	12,395.69	9,695.34	7,913.67	10,227.72
Depreciation	4,177.02	3,951.22	3,650.50	2,927.86	1,392.46
Finance cost	67.55	40.63	120.68	132.51	132.87
Profit before exceptional items and tax (PBET)	7,366.92	8,403.84	5,924.16	4,853.30	8,702.39
Exceptional Items	1,891.93	-	-	-	-
Profit Before Tax (PBT)	9,258.85	8,403.84	5,924.16	4,853.30	8,702.39
Tax	2,780.45	2,862.43	2,073.77	1,462.19	2,720.80
Profit After Tax (PAT)	6,478.40	5,541.41	3,850.39	3,391.11	5,981.59
Interim dividend - %	18.00	-	-	-	15.00
Interim dividend - ₹ Per Share	1.80	-	-	-	1.50
Dividend - %	-	15.00	15.00	10.00	5.00
Dividend - ₹ Per Share	-	1.50	1.50	1.00	0.50
<b>Share Capital, Assets and Book Value</b>					
Share Capital	5,651.89	5,650.89	5,650.07	5,650.07	5,650.07
Share capital suspense account	-	-	-	-	-
Reserves & Surplus / Other Equity	80,241.30	76,201.68	71,611.60	68,415.00	34,650.44
Net Worth (Shareholders' Fund)	85,893.19	81,852.57	77,261.67	74,065.07	40,300.51
Loans	-	-	-	900.96	515.82
Total Capital Employed	85,893.19	81,852.57	77,261.67	74,966.03	40,816.33
Capital Represented by:					
Fixed / Non-Current Assets	83,109.62	84,421.72	85,539.11	79,104.75	32,746.03
Investments	7,004.36	5,008.61	1,215.61	7,505.20	8,439.55
Current Assets & Other Assets	7,997.95	8,000.35	6,120.94	3,110.29	4,052.22
<b>Total Assets</b>	<b>98,111.93</b>	<b>97,430.68</b>	<b>92,875.66</b>	<b>89,720.24</b>	<b>45,237.80</b>
<b>Book Value - ₹</b>	<b>151.97</b>	<b>144.85</b>	<b>136.74</b>	<b>131.09</b>	<b>71.33</b>

# A Wonderful Time at Wonderla

**Our parks and resorts together create memorable experiences. We innovate constantly to encourage repeat visits and a stronger sense of loyalty. Full of novelty and designed to thrill visitors of all ages, the park attractions bring out everyone's innate urge to play.**



**Our rides are comparable with the best in the world, as they must be, since today's consumers have enough international exposure to demand international standards even in what they consume in India.**

## Wonderful thrills

Variety is the spice of life – and of amusement parks. Every season, we add new attractions to Wonderla parks after analysing global trends, safety and sustainability factors, visitor response to our existing rides, and feedback given directly to us and through online review platforms such as Tripadvisor. Our rides are comparable with the best in the world, as they must be, since today's consumers have enough international exposure to demand international standards even in what they consume in India. No matter what their age bracket and family composition, all visitors coming to Wonderla parks can indulge in their urge to play.

Our newest attractions in Kochi, Bengaluru, and Hyderabad are: Fusion Slide, a water tube slide that starts from a height of 9m and can take two riders at a time; VR Coaster, an advanced version of a roller-coaster in which each

**We have 15 restaurants spread over the three parks, with cuisines to delight every taste.**

rider gets a virtual reality headset for an intense experience of a themed video as the car shoots up an incline, curves, and dips; Wave Rider, a family ride imported from Italy, in which the riders stand inside a cabin that rotates on a pivot and gives the sensation of surfing waves; Funky Monkey, a drop tower specially designed for children that gives young riders the exciting experience of free fall from a height of 4m; and Rocking Tug, a family ride also imported from Italy, that recreates the thrill of sailing on a ship.



## Wonderful dining

A wide range of options for dining is one of the integral elements of a great amusement park experience. Therefore, our food and beverages offerings get as much attention, planning, and meticulous execution as our rides. We have 15 restaurants spread over the three parks, with cuisines to delight every taste. In 2019-20, we revamped the F&B range, introduced new items, and revised price points as necessary.

During the year under review, we have started a centralised kitchen in Hyderabad, and the concept will soon be replicated in Kochi and Bengaluru. Menus are being created on the basis of customer feedback and food tasting is conducted in restaurants outside the park to understand what new items can be added to the park dining menu. In the previous financial year, we took over the restaurant business from third parties and began managing it ourselves, saving on costs, supervising quality, and adding much more value to the packages. Our value-for-money packages are designed to encourage guests to dine at the amusement parks instead of choosing any other dining outlet.

### Wonderful technology

Our information technology is focussed on making every kind of transaction – from booking Wonderla tickets to securing personal belongings to spending at the parks – easy for visitors, enhancing the element of delight. We have taken the digital initiatives that would leave visitors completely worry-free and hassle-free. Fewer minutes spent on the basics means more of them available to play; we want

to help visitors optimise their time at Wonderla parks. One noteworthy digital initiative was that the cashless wallet-based system has been made more robust to give our guests a glitch-free experience. Visitors can manage their wallet and top it up through Ez-pay, a point-of-sale machine, and use the balance for various activities at the parks. Data captured through Ez-pay is put through data analytics to understand visitor behaviour and further fine-tune park offerings, ticket pricing, and strategy for repeat footfalls.

Other digital initiatives include redesigning the Wonderla website to attract more traffic and streamlining the online ticket booking system. Our business development partners can sell a digital ticket to a customer, and that ticket can be validated when the customer physically comes to the park ticket counter. A new portal exclusively for tour operators is also in the works. Drawing visitors through tour operators will become an area of emphasis, as we want to attract inbound tourists coming to the states (or nearby states) that have Wonderla parks.

## Visitors can manage their wallet and top it up through Ez-pay

### Wonderful experiences

Our Wonderla Resort in Bengaluru, a three-star property, gives park visitors the delightful option of turning their amusement park experience into a mini-break experience. Combo tickets are available for resort stay and park entry for durations ranging from half-day to two days. Customers can also enjoy the resort independent of the park, buy time share in the resort through the Wonder Club membership, plan destination weddings, and organise corporate events. We are in the process of repositioning the Wonder Club membership in order to make its features more attractive.

### Wonderful offerings

Building loyalty is one of our strategies for increasing repeat visits, and we are doing it with the Wonder Pass, which is complimentary for a customer buying four park tickets, or available on its own for ₹ 100. The Wonder Pass has validity of 2 years. The Pass holder can avail multi-park access with exclusive discounts across the amusement parks – 20% discount on weekdays, 15% discount on Weekends/Public Holidays/Festival season, priority check-in at Wonderla Resort, 10% discount on stay during Fridays, Saturdays and days prior to public holidays, 20% discount on all other days, discount on Park F&B and Resort F&B. The loyalty programme has taken off well, with each of our parks selling around 3,000 Wonder Passes a month during 2019-20. As of early 2020, the redemption rate for the Wonder Pass was 20%, and we expect the figure to go much higher. Additionally, we are considering an annual pass system that would give consumers the chance to pay a small annual premium above the normal ticket price and give them multiple free entries, encouraging them to bring in different groups of people on different visits and have them try out the rides and dining options at the park.



## Board of Directors



### Mr. Kochouseph Chittilappilly

Founder, Promoter & Non-Executive Director

Mr. Kochouseph Chittilappilly, the driving force behind Wonderla, set up Veegaland (now Wonderla, Kochi) in 2000. Inspired by its popularity and success, he decided to establish another amusement park in Bengaluru under the brand name Wonderla. Today, Wonderla, Bengaluru, is the largest amusement park in India.

A philanthropist, he also started the K Chittilappilly Foundation to promote human welfare through education, health, organ donation, and other means, and make significant contributions to society. The Foundation is an extension of the responsible values espoused at V-Guard Industries, a company that was founded by Mr. Chittilappilly and where he currently serves as Chairman Emeritus.



### Mr. George Joseph

Joint Managing Director

Mr. George Joseph joined Wonderla as Chairman in June 2011. In November 2017, he has been appointed as Executive Vice-Chairman to improve the organisational efficiencies. Later, in July 2018, he has been elevated as Joint Managing Director for involving more deeply in business of the Company. Prior to joining Wonderla, he served as the Chairman & Managing Director, Syndicate Bank, before which he had worked as the Chief Executive of the Exchange Company in Bahrain under the management of Canara Bank for 36 years.

He is a Certified Associate of the Indian Institute of Banking & Finance. He is also a commerce graduate from Kerala University (first rank) and also ranked 1st among the Indian candidates and 11th in the AIB Examination (London) of the Institute of Bankers, London.



### Mr. M. Ramachandran

Chairman & Independent Director

Mr. M. Ramachandran is a qualified Chartered Accountant, and started his career in 1974 with Tata Steel, Jamshedpur. After a short stint of four years in the manufacturing industry, Mr. Ramachandran worked with various reputed CA firms in India and abroad. He retired as a partner of S.B. Billimoria & Company, and Deloitte Haskins and Sells LLP in March 2017, after almost twenty-nine years, during which time, he was also a partner for twenty years. During his tenure, he worked with various prestigious listed entities. He also advised various private and public companies.

Mr. M. Ramachandran is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and an Associate Member of the Institute of Company Secretaries of India (ICSI).



### Mr. Arun K. Chittilappilly

Promoter & Whole-time Director

Mr. Arun K. Chittilappilly, Whole-time Director, is armed with Masters in Industrial Engineering from Industrial Research Institute of Swinburne University (IRIS), Melbourne, Australia. He has been a key architect of Wonderla Holidays and has been actively involved in strategising and conceptualising the Wonderla Parks and Resort. As Whole-time Director at Wonderla, his responsibilities include steering Business Strategy, Marketing and Revenue functions of the Company.



### Mr. Gopal Srinivasan

Independent Director

Mr. Gopal Srinivasan, the Founder of TVS Capital Funds Private Limited, is a third-generation family member of the TVS Group, a family-owned set-up of automotive business with a revenue of US\$ 4 billion. His company, TVS Capital Funds Private Limited, supports and nurtures India's mid-cap businesses into world-class companies and manages assets of more than ₹ 1,100 Crores of domestic capital, making it one of the largest rupee funds in India.

With an illustrious career spanning 27 years, Mr. Gopal Srinivasan has also founded TVS Electronics Limited, where he chairs the Board. He is also a Director in TVS & Sons Ltd, the holding Company, and is on the Board of several Group Companies.



### Mr. R. Lakshminarayanan

Non-Executive Director

Mr. R. Lakshminarayanan has worked with Hindustan Unilever, International Best Foods and Smithkline Beecham, where he gained 10 years of experience in the field of Sales, Brand Management and New Product Development. For 20 years, he also worked with Ogilvy Direct, Ogilvy & Mather, and Mudra Communications and gained exposure in the sphere of Direct Response and Advertising. His areas of interest include Strategic Brand Management, Account Planning and Marketing Services with emphasis on Media Plural Communications.



### Ms. Priya Sarah Cheeran Joseph

Non-Executive Director

Ms. Priya Sarah Cheeran Joseph has a rich experience of more than 15 years in the amusement park industry. During her stint as Executive Director at Wonderla, she was involved in the operations pertaining to food and beverages and human resource since 2005. She is also actively involved with the Corporate Social Responsibility initiatives of the Company. Priya Sarah Cheeran Joseph has a Post Graduate degree in public health from the University of Melbourne, Australia.



### Mrs. Anjali Nair

Independent Director

Mrs. Anjali Nair is an Engineering Graduate with specialisation in Electricals and Electronics. She has over two decades of executive experience in the development and commercialisation of hi-tech products that are software-driven, incorporating Design Thinking, Data Sciences, Advanced Algorithms and Applied Artificial Intelligence in the B2B space, globally.

Mrs. Anjali is the Chief Operating Officer at SP Life Care Pvt Ltd, Trivandrum, operating healthcare business, primarily senior living and home healthcare. She is involved in setting up new businesses for the group, mergers and acquisitions, implementing strategies for scaling and expansion.

# Wonders of a Great Team

The Wonderla family has some of the most dedicated people in the amusement parks business. They frequently go the extra mile for visitors' utmost delight. Supported by their insights, we are able to create more playful parks.

Our people are the cornerstone of our success. Their dedication and the proactive manner of going the extra mile for visitors put a smile on every customer's face and earn us priceless goodwill. Instead of using mystery shoppers to assess our parks' performance, we ask our employees to visit the parks as guests to understand the areas of improvement in rides, F&B, and services. This astute move has helped us enhance a lot of details that are key to the visitor experience at our parks, and has resulted in thousands of favourable reviews online.

During the year under review, we invested in 2,432 hours of training for employees and recruited 72 employees to bring the total headcount to 2,284. Our employee engagement programmes include:

"ENHANCE" – Training to Retail Staff to improve in-park selling capabilities.

"STRIDE" – Training to Front Office and Guest Relations Staff to enhance customer service.

"SELL LIKE A PRO (RAJINIFIED)" – Training to Business Development Team to inspire and accelerate their performance.

SOFT SKILL TRAINING for Resort Staff.

Women's day celebrations

Great Place to Work celebrations

Employee outing

**During the year under review, we invested in 2,432 hours of training for employees and recruited 72 employees to bring the total headcount to 2,284**



# Safety, Sustainability, Society

**Our goal of delighting all those who visit Wonderla parks extends to our approach to protecting human health, the environment, and the community. Even as we create more playful spaces, we do so with the greatest sense of responsibility.**

## Safety

Our rides are absolutely thrilling, and completely safe. The Wonderla team, supported by the renowned German agency, TÜV, conducts routine checks of every ride. The number of checks on a particular ride can go up to a hundred, depending on the size and mechanical complexity of the ride. Bureau Veritas Certification Holding SAS-UK Branch periodically audits our Integrated Management System and certifies that our systems conform to the Management System Standards for the function "To provide amusement through water- and land-based rides/attractions and related

amenities." Our Kochi, Hyderabad, and Bengaluru parks have been certified ISO 14001:2015 and BS OHSAS 18001:2007 and these is valid till 21st July, 2020.

Following a small mishap with a ride in June 2019, in which a visitor suffered a very minor injury, we have increased the rigorous checks. Moreover, the park staff get specialised training to deal with any health emergency for any visitor, including a cardiac arrest, and all our parks are equipped with first-aid kits, automated external defibrillators, and standby ambulances. An Emergency Response Team swings into action the

moment a situation begins to unfold. We take precautions to avoid any health emergencies by placing prominent signage near the rides that advise visitors on whether or not the ride is suitable for those with high blood pressure or heart conditions.

Moreover, high standards of hygiene are rigorously maintained at all our parks, and these are being enhanced in view of the pandemic. We want to ensure that every visitor to Wonderla leaves the park and resort as healthy as they were and much happier than they were before their visit.

## Risk management and hygiene at Wonderla facilities



**Comprehensive operations manual providing instructions for the safe operation, maintenance, and use of all rides.**



**Adequate operating and supervisory staff maintained at the rides at all times.**



**Formal training programmes for technicians, ride operators, and attendants encompassing all safety aspects.**



**All rides subjected to daily pre-opening check as per a comprehensive checklist.**



**A detailed monthly and annual check of all rides.**



**Shutdown and overall maintenance of all rides, including periodic Non-Destructive Test for all critical parts of the rides.**



**Regular checks for compliance with safety protocols undertaken by reputable authorised external agencies such as TÜV Germany.**



**Safety interlocks and alarms implemented in high thrill rides.**



**Trained lifeguards and ride attendants deployed in pools and water rides.**



**Rules and regulations followed as per Pollution Control Board directions.**



**Dedicated audit team to independently check rides and report to the top management for immediate action wherever required. Periodic review by Ride Risk Review Committee.**



**A well-trained Emergency Response Team (ERT) positioned in each park.**



**Mock drills conducted in each park periodically to enhance the effectiveness of the ERT.**



**Well-equipped paramedic first-aid clinic in each park. Automated External Defibrillator available for a cardiac arrest emergency.**

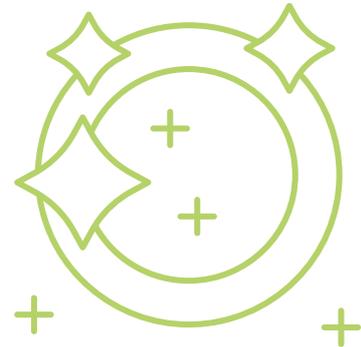
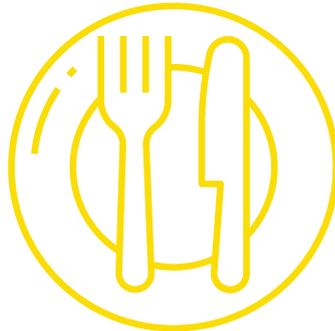
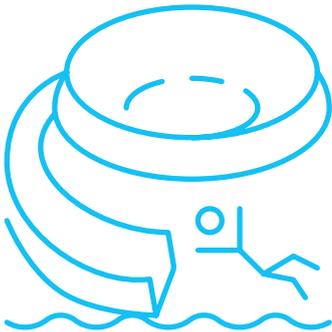


**Two well-equipped ambulance vans with drivers stationed in each park.**



**Signage and announcements in the public address system about the safe and proper use of facilities by guests.**

Hygiene



Water park hygiene	Restaurant hygiene	General hygiene
IS 10500 for drinking water and IS 3328 for pool water followed and periodically tested in external laboratories.	Frequent housekeeping and cleaning at the restaurants for both kitchen and service area.	Separate waste bins provided with proper identification for biodegradable items at multiple locations in the parks.
In-house water quality assurance laboratory and treatment plant for frequent monitoring and maintenance of water quality.	Restaurant staff wear hand gloves and caps to maintain hygiene.	Waste collected and segregated on a daily basis.
Online disinfectant dosing, monitored to maintain standards.	Health card and periodic medical check-up for restaurant staff.	Pest and rodent control in all park areas at frequent intervals.
All pools equipped with an online filtration system to ensure good water quality throughout the day.	Pesto flash installed to keep flies out of restaurants.	All toilets monitored regularly and maintained to the best standards by housekeeping crews.
Zero discharge water treatment process, including separate treatment for raw water, pool water, restaurant waste water, and sewage water.	All restaurant kitchens provided with hand wash facilities for the staff.	Hand wash facilities with liquid soap provided in all the park toilets for visitors and staff.
Reverse osmosis treated water used across parks wherever needed.	All restaurant kitchens have hot water supply for cleaning of utensils.	High-pressure water cleaning in all areas, including pathways.
Frequent housekeeping and cleaning of the water park to maintain hygiene.	Food waste removal and disposal on a daily basis.	Cleaning of all areas, including sitting areas, ride seats, theatre seats, and safety lock bars on a daily basis.
Dedicated and well-maintained space for treatment plants and chemical storage.	Periodic shutdown and maintenance for kitchen to ensure proper hygiene and pest control.	UV sterilisation of 3D goggles at theatre shows, and sterilised goggles provided for each show.
UV disinfection for drinking water point coolers.	Separate storage for raw materials, vegetables, and non-vegetarian items as per the best standards.	Fresh water shower facility at the park changing rooms.
		Cleaning of Easypay band with disinfectant on a daily basis.



## Sustainability

We take every measure possible to mitigate the environmental impact of our park operations. Our properties have a total of 79,837 square metres of green landscaped areas. During the year, we invested in energy efficiency measures such as installation of solar power plant of 400 kWp in Kochi park which is capable of generating 1600 kWh per day. While we have a number of wet rides, we are becoming increasingly frugal with our water consumption, and have recycled 378,251 kilo litres of water during the year. Our next park will be in Chennai, which made headlines for its acute water shortage, but we are prepared to optimise our use of this precious resource. At our Chennai site, we have dug a rainwater harvesting tank over an area of 2.75 acres; this can hold water levels of 6ft to 8ft during summer. We are also looking at international amusement parks that consume less water and are in the process of putting similar models in place.

## Society

Our Corporate Social Responsibility initiatives range from aiding people in need during natural calamities and engaging schools in environmental conservation efforts. Wonderla is ISO 14001 certified (saving natural resources and preserving the environment), and we spread the message through the Wonderla Environment & Energy Conservation Awards (WECCA). Under this award programme, more than 570 schools participated during the year for their environmental practices and eco-friendly initiatives. This annual contest brings school children together in the conversation around the betterment of the environment and aims to turn them into eco-warriors.

# Corporate Information

## Board of Directors and KMP

**Mr. M. Ramachandran**

*Chairman & Independent Director*

**Mr. George Joseph**

*Joint Managing Director*

**Mr. Kochouseph Chittilappilly**

*Non-Executive Director*

**Mr. Arun K Chittilappilly**

*Whole-time Director*

**Ms. Priya Sarah Cheeran Joseph**

*Non-Executive Director*

**Mr. Gopal Srinivasan**

*Independent Director*

**Mr. R. Lakshminarayanan**

*Non-Executive Director*

**Mrs. Anjali Nair**

*Independent Director*

**Mr. Satheesh Seshadri**

*Chief Financial Officer*

**Mr. Srinivasulu Raju Y**

*Company Secretary*

## Board Committees

### Audit Committee

**Mr. M. Ramachandran**

*Chairman*

**Mr. George Joseph**

*Member*

**Mr. Gopal Srinivasan**

*Member*

**Mrs. Anjali Nair**

*Member*

### Nomination and Remuneration Committee

**Mr. Gopal Srinivasan**

*Chairman*

**Mr. M. Ramachandran**

*Member*

**Mrs. Anjali Nair**

*Member*

## Stakeholders' Relationship Committee

**Mr. R. Lakshminarayanan**

*Chairman*

**Mr. George Joseph**

*Member*

**Mr. M. Ramachandran**

*Member*

**Mr. Gopal Srinivasan**

*Member*

## Corporate Social Responsibility Committee

**Mr. George Joseph**

*Chairman*

**Mr. Kochouseph Chittilappilly**

*Member*

**Mr. Arun K Chittilappilly**

*Member*

**Ms. Priya Sarah Cheeran Joseph**

*Member*

**Mrs. Anjali Nair**

*Member*

## Auditors

BSR & Associates LLP,  
Chartered Accountants  
Maruthi Info-Tech Centre,  
11-12/1 Inner Ring Road,  
Koramangala, Bangalore - 560 071.

## Registrar and Share Transfer Agent

KFin Technologies Private Limited  
(Formerly Karvy Fintech Private Limited)  
Selenium, Tower-B, Plot No. 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Mandal,  
Hyderabad - 500032, Telangana.

## Bankers

ICICI Bank Limited

HDFC Bank Limited

Federal Bank Limited

## Amusement Parks

### Bangalore

Jadenahalli, Hejjala P.O.,  
28<sup>th</sup> KM, Mysore Road,  
Bangalore - 562 109.

### Kochi

803J, Pallikkara, Kumarapuram,  
Kochi - 683 565.

### Hyderabad

Kongara Raviryala P.O.,  
Hyderabad - 501 510.

## Resort

### Bangalore

Jadenahalli, Hejjala P.O.,  
28<sup>th</sup> KM, Mysore Road,  
Bangalore - 562 109.

## Listed On

BSE Limited

National Stock Exchange of India Limited

## Regd. Office

28<sup>th</sup> KM, Mysore Road,  
Bangalore-562109, Karnataka  
CIN: L55101KA2002PLC031224

# Directors' Report

Dear Members,

Your Directors take pleasure in presenting the 18<sup>th</sup> Annual Report of Wonderla Holidays Limited along with audited financial statements for the financial year 2019-2020.

## 1. Overview of financial performance and business operations

The financial and operating highlights for the year under review, compared with the previous Financial Year, are given below:

Particulars	2019-20	2018-19
<b>Income from operations</b>	<b>27,087.14</b>	<b>28,204.19</b>
<b>Operating Expenses</b>	<b>16,676.51</b>	<b>16,770.01</b>
<b>Profit from operations before depreciation and finance costs</b>	<b>10,410.63</b>	<b>11,434.18</b>
Other income	1,200.86	961.51
<b>Profit from ordinary activities before finance costs</b>	<b>11,611.49</b>	<b>12,395.69</b>
Finance cost	67.55	40.63
Depreciation	4,177.02	3,951.22
<b>Profit from ordinary activities after finance costs</b>	<b>7,366.92</b>	<b>8,403.84</b>
Exceptional Item	<b>1,891.93</b>	-
<b>Profit/ (Loss) before tax</b>	<b>9,258.85</b>	<b>8,403.84</b>
Tax expense	2,780.45	2,862.43
<b>Net profit after tax</b>	<b>6,478.40</b>	<b>5,541.41</b>
<b>Other Comprehensive income</b>		
Items that will not be reclassified subsequently to profit or loss	(50.44)	17.48
Items that will be reclassified subsequently to profit or loss	-	-
<b>Total other comprehensive income, net of tax</b>	<b>(50.44)</b>	<b>17.48</b>
<b>Total comprehensive income for the year</b>	<b>6,427.96</b>	<b>5,558.89</b>
Earnings per share (EPS)		
Basic	11.46	9.81
Diluted	11.45	9.80

### Review of Operations

For the year ended 31st March 2020 the Company's revenue from operations was ₹ 27,087 lakhs as against ₹ 28,204 lakhs during the corresponding period of previous financial year registering de-growth of 4%. Profit Before Tax grew by 10% to ₹ 9,259 lakhs as against ₹ 8,404 lakhs for the same period during the previous year. Net Profit After Tax for the fiscal 2019-20 was ₹ 6,478 lakhs as against ₹ 5,541 lakhs in 2018-19, 17% growth over previous year. During the Financial year total footfall across the three amusement parks were 23.81 lakhs as against 25.23 lakhs during the previous year. During the year under review, there was no change in the nature of the business of the Company.

### Awards and Recognition

TripAdvisor Travellers Choice has ranked

Wonderla Bangalore as 3rd best Amusement Park in India and 8th best in Asia;

Wonderla Kochi as 4th best in India and 16th best in Asia; and

Wonderla Hyderabad as 7th best in India.

We are proud to announce that the Company has been

certified as a 'Great Place To Work' by the Great Place To Work Institute in the large size Organisation category. Wonderla earned this credential based on direct feedback from employees in an anonymous survey completed in 2019.

## 2. Dividend

The Board of Directors of the Company declared an Interim dividend of 18% i.e., ₹ 1.80 per equity share of face value ₹ 10 each on 25th February, 2020, which is in conformity with the Dividend Distribution Policy of the Company.

Considering the loss of revenue due to unprecedented situation of COVID – 19, the Board expresses inability to Declare Final Dividend for FY 2019-20.

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the top 500 listed entities based on market capitalisation are required to formulate Dividend Distribution Policy. The Company has formulated its Dividend Distribution Policy and the details are available on the Company's website at <http://www.wonderla.com/investor-relations/prospectus-and-policies.html>

### 3. Transfer to Reserves

The Company has transferred an amount of ₹ 647.84 Lakhs to the General Reserve during the year under review.

### 4. Share capital

The Authorised Equity Share Capital of the Company is ₹ 6,000 lakhs. Paid-up Share Capital as on 31st March, 2020 was ₹ 5,651.89 lakhs. During the financial year the Company has issued 10,076 equity shares to its employees pursuant to Employee Stock Option Scheme 2016 and the same were listed on BSE Limited and National Stock Exchange of India Limited.

No disclosure is required under Section 67(3)(c) of the Companies Act, 2013 in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

### 5. Deposits

During the year under review, the Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

### 6. Rating

During the year under review, the rating agency ICRA has reaffirmed AA- (Stable) rating for the Company's long term borrowings and assigned A1+ rating for the short term borrowings.

### 7. Annual Return

A copy of the Annual Return filed with the Ministry of Corporate Affairs shall be placed on the website and Extract of Annual Return (MGT-9) as per the requirement of Companies Act, 2013 is made available on Company's website [www.wonderla.com/investor-relations](http://www.wonderla.com/investor-relations).

### 8. Directors and Key Managerial Personnel

#### i. Appointments /re-appointments

Mr. Satheesh Seshadri was appointed as Chief Financial Officer (CFO) of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, approved appointment of Mr. Arun K Chittilappilly, as Whole-time Director of the Company w.e.f 1st April, 2020.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Anjali Nair was appointed as an Additional Director (Non-Executive Independent) for a period of five years effective from 1st April, 2020, subject to approval of Members at the ensuing Annual General Meeting of the Company.

Mr. George Joseph was appointed as Joint Managing Director of the Company for a period of two years

effective from 9th July, 2018, post approval of Members. The present term of Mr. George Joseph ends on 8th July, 2020. The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, approved re-appointment of Mr. George Joseph as Joint Managing Director and Key Managerial Person (KMP) for a further term of two years.

#### ii. Resignations /re-designations

Mr. Jacob Kuruville resigned as the Chief Financial Officer (CFO) of the company. The Board acknowledges his contribution to the company.

Mr. Kochouseph Chittilappilly has resigned from the Office of Executive Vice-Chairman due to his other occupation. The Board has re-designated him as Non-Executive Director w.e.f 1st April, 2020 based on the recommendation of Nomination and Remuneration Committee.

Ms. Priya Sarah Cheeran Joseph has resigned from the Office of Executive Director due to her personal circumstances. The Board has re-designated her as Non-Executive Director w.e.f 1st April, 2020 based on the recommendation of Nomination and Remuneration Committee.

Mr. R. Lakshminarayanan an Independent Director of the Company, has vast experience in the domains of Product Development, Brand Management, Sales & Marketing and general management functions. The Board with the view to utilise his professional experience to a greater extent, based on the recommendation of the Nomination and Remuneration Committee, approved to re-designate him as Non-Executive Non-Independent Director w.e.f 1st April, 2020.

### 9. Directors' Responsibility Report

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013, the Board of your Company state that:

- i. In preparation of annual accounts for the FY 2019-20, applicable Accounting Standards have been followed along with proper explanation being provided relating to material departure, if any;
- ii. The Accounting policies have been selected and applied consistently and the judgement and estimates made are reasonable and prudent so as to give true and fair view of the affairs of the Company as on 31st March 2020 and of the Profit of the Company for the same period;
- iii. The annual accounts are being prepared on going-concern basis;
- iv. Internal financial controls are in place and such internal financial control are adequate and operating effectively;
- v. Proper and sufficient care is being taken towards the maintenance of accounting record for safeguarding

the assets of the Company and for preventing and detecting frauds and irregularities; and

- vi. Proper system being followed to ensure compliance with the provisions of all applicable laws and such system is adequate and operating effectively.

Based on the framework of internal financial controls, compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, the reviews performed by the management and the relevant board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and efficient during the financial year 2019-20.

## 10. Internal Financial Control Systems and their adequacy

The Board has devised systems, policies and procedures/frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

The systems/frameworks include proper delegation of authority, operating philosophies, policies and procedures, effective IT systems aligned to business requirements, an internal audit framework, a risk management framework and adequate segregation of duties to ensure an acceptable level of risk. Documented controls are in place for business processes and IT general controls. Key controls are tested by entities to assure that these are operating effectively.

The Company has documented Standard Operating Procedures (SOP) for procurement & stores, retail, finance and treasury.

The Company's internal audit activity is an important element of the overall process by which the Audit Committee and the Board obtains the assurance on the effectiveness of relevant internal controls.

The scope of work, authority and resources of internal audit are regularly reviewed by the Audit Committee. Besides, its work is supported by the services of audit firm. The Company's system of internal audit includes: covering monthly physical verification of inventory, a monthly review of accounts and a quarterly review of critical business processes. To enhance internal controls, the internal audit

follows a stringent grading mechanism, focussing on the implementation of recommendations of internal auditors. The internal auditors make periodic presentations on audit observations, including the status of follow-up to the Audit Committee.

Since the Company has adequate internal control systems which are further strengthened by periodic reviews as required under the Listing Regulations by the Statutory Auditors, the Joint Managing Director and CFO recommend to the Board continued strong internal financial controls.

Based on the information provided, nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Company's internal financial controls during the year that have materially affected, or are reasonably likely to materially affect its internal financial controls.

Further, the Audit Committee periodically evaluates the internal financial controls for ensuring that the Company has implemented robust systems/ framework of internal financial controls viz. the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

## 11. Safety & Hygiene

At Wonderla, in order to ensure the safety and security of our guests, we conduct a routine check on every ride, which goes up to a list of many checks depending upon the ride's complexity. TUV, an agency from Germany, has also been periodically deployed for this purpose and strengthens the security measures of our amusement parks.

### Risk Management Initiatives

We have put in place comprehensive safety procedures as part of our risk management programme.

1. There is a comprehensive operations manual providing instructions for the safe operation, maintenance and use of all rides.
2. Adequate number of operating and supervisory staff is maintained at the rides at all times. 3. Formal training programmes for technicians, ride operators and attendants encompassing all safety aspects.
3. All rides are subjected to daily pre-opening check as per a comprehensive checklist.
4. There is a detailed monthly and annual check of all rides.
5. Shutdown and overall maintenance of all rides are being performed. All critical parts of the rides are periodically subjected to a non-destructive test (NDT).

6. Authorised external agencies like T.U.V Germany are engaged to periodically check our rides and ensure compliance with the safety protocol.
7. As a part of improving safety fail safe PLC with safety interlocks & alarms being started implementing in high thrill rides.
8. Trained lifeguards and ride attendants are deployed in pools and water rides
9. IS 10500 for drinking water and IS 3328 for pool water is being followed and periodically tested in external laboratories.
10. In house water quality assurance laboratory and frequently monitoring the quality of water in pools & treatment plants ensuring IS standards.
11. Zero discharge water treatment process which includes separate treatment for raw water, pool water, restaurant waste water and sewage water. Also using treated water through reverse osmosis as per need.
12. Follows rules and regulations as per Pollution control board directions.
13. Bureau Veritas Certification periodically conducts audit of our Integrated Management System (IMS) and certify that our systems are in conformity with the Management System Standards – ISO: 14001:2015 & OHSAS 18001:2007. Their present certification is valid till 21st July 2020.
14. We have a dedicated audit team who independently check rides and report to the top management for immediate action wherever required. In addition to this ride risk review committee periodically review the safety aspects.
15. For handling any emergency situation, we have a well-trained Emergency Response Team (ERT) in each park.
16. Mock drills are conducted in each park periodically to enhance the effectiveness of the ERT.
17. There is a well-equipped paramedic first aid clinic in each park. This clinic is also provided with Automated External Defibrillator (AED) for handling any sudden cardiac arrest before the victim is rushed to the hospital.
18. Two well-equipped ambulance vans with the driver are stationed in each park.
19. Signages and announcements in the public address system about the safe and proper use of the facility by guests.

**Water park**

1. Pool water is maintained as per standard IS 3328.
2. Drinking water is maintained as per standard IS 10500.
3. In house water quality assurance lab for testing pool water and drinking water on frequent intervals.
4. Water quality is being checked periodically through external laboratory.
5. Online disinfectant dosing and is being monitored to maintain standards.

6. All pools are equipped with an online filtration system to assure the water quality throughout the day.
7. Treatment plants consisting of separate treatment system and process for different types of wastewater.
8. Reverse osmosis treated water used across parks wherever needed.
9. Frequent housekeeping & cleaning process is done in the water park to maintain hygiene.
10. Dedicated space for treatment plants and chemical storage are well maintained to ensure hygiene.
11. Drinking water point coolers are provided with UV disinfection.

**Restaurants**

1. Frequent housekeeping & cleaning process is ensured in the restaurants for both kitchen and service area.
2. Restaurant staff wear hand gloves and caps to maintain hygiene.
3. Health card and periodical medical check-up for restaurant staff.
4. Installed pesto flash for avoiding the flies in restaurants.
5. Periodical pest control for restaurants including kitchen & storage area.
6. All restaurant kitchens are provided with hand wash facilities for staff.
7. Hot water facility to all restaurant kitchens for cleaning of utensils.
8. Food waste removal & disposal on daily basis.
9. Periodical shutdown maintenance for kitchen to ensure proper hygiene and pest control activities.
10. Separate storage for raw materials, vegetables & non vegetarian items as per standards.

**General**

1. Separate waste bins are provided with proper identification for biodegradable items at multiple locations.
2. Waste is collected and segregated on a daily basis.
3. Pest & rodents control at all areas on a frequent interval.
4. All toilets are monitored regularly and well maintained by housekeeping crews.
5. Hand Wash facilities along with liquid soap are provided at all toilets.
6. High Pressure water cleaning at all areas including pathways.
7. Cleaning of all areas including sitting areas, ride seats, theatre seats and safety lock bars on daily basis.
9. UV sterilisation of 3D goggles at theatre shows and sterilised goggles are provided for each show.
10. Fresh water shower facility at changing rooms.
11. Cleaning of ez-pay band with disinfectant on daily basis.
12. Proper waste disposal methods are being followed as per pollution control board norms.

## 12. Corporate Governance

The Board of Directors seeks to embed and sustain a culture that will enable the Company to achieve its objectives through effective corporate governance and enhance transparent engagement with key stakeholders. In its constant endeavour to benchmark the policies and practices and in light of various developments in the realm of corporate governance and regulatory reforms, the Company continues to maintain and implement noble standards of corporate governance and ethical business practices.

A separate report on Corporate Governance setting out the governance structure, principal activities of the Board and its Committees and the policies and practices that enable the Board to fulfil its stewardship responsibilities together with a Certificate from the Statutory Auditor of the Company M/s. BSR & Associates LLP, Chartered Accountants, confirming compliance with the conditions of corporate governance is attached with the Corporate Governance Report as **Annexure - I**.

## 13. Composition and Meetings of the Board and Committees

During the financial year 2019-20, the Board of Directors had six board meetings. The details regarding the composition and meetings of the Board as well as Committees are provided in the Corporate Governance Report, forming part of this Report as **Annexure - I**.

## 14. Declaration from Independent Directors

For the year under review, the Company has received declarations from the Independent Directors of the Company viz., Mr. M. Ramachandran (DIN: 00177699), Mr. Gopal Srinivasan (DIN: 00177699), Mr. R. Lakshminarayanan (DIN: 00238887) and Mrs. Anjali Nair (DIN: 08574898) which state that they fulfill the criteria to act as Independent Director as envisaged in Section 149 (6) & (7) of the Companies Act, 2013 as well as under SEBI (LODR) Regulations, 2015.

## 15. Nomination and Remuneration Policy

Your Company has adopted a Nomination and Remuneration Policy in terms of Section 178 of the Companies Act, 2013. There has been no change in the policy since the previous year. The said Policy is annexed to this Report and is available on the Company's website at <http://www.wonderla.com/investor-relations/prospectus-and-policies.html>

## 16. Annual Performance Evaluation of Board, Committees and Directors and familiarisation to Independent Directors

The evaluation of the performances of the Board, Committees and Directors was undertaken in compliance with the provisions of Section 134 (3) (p) read with Schedule IV of the Companies Act, 2013.

To provide insight into the Company and familiarise the Independent Directors with Company's business operations,

the Board and Management of the Company conducted programmes and presentations about the strategies, operations, market, finance, human resource, technology, etc.

## 17. Statutory Auditor

As per Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Members of the Company had approved the appointment of BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024) as statutory auditors of the Company at the 15<sup>th</sup> Annual General Meeting (AGM) of the Company for a term of four years, which is valid till 19<sup>th</sup> AGM to be held in 2021, subject to ratification of their appointment by the Members at every AGM. However, the requirement for the annual ratification of auditor's appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on 7 May, 2018. The Statutory Auditors have confirmed that they satisfy the independence criteria as required under the Act.

The Report given by BSR & Associates LLP, Chartered Accountants, on the financial statements of the Company for the year 2020 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors have not reported any matter under Section 143 (12) of the Act, therefore, no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

## 18. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules thereunder, Mr. Somy Jacob of Somy Jacob & Associates, Company Secretaries, is appointed as the Secretarial Auditor of the Company for the FY 2019-20. The Secretarial Audit Report and Secretarial Compliance Report submitted by him are annexed to this Report as **Annexure - II**.

## 19. Board Diversity Policy

Your Company believes that a diverse and inclusive Board is essential for achieving long-term growth and development of the Company. This ensures timely anticipation of risks and opportunities. The Company has a diverse Board consisting of Directors possessing variety of skills, expertise, qualifications and experience. The details of the key qualifications, skills and attributes are forming part the Corporate Governance Report. Your Company has a Board Diversity Policy which is available on the Company's website at <http://www.wonderla.com/investor-relations/prospectus-and-policies.html>

## 20. Related Party Transactions

During the financial year 2019-20, you company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company for 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 accessible on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

Since there were no material related party transactions entered by the Company during the Financial Year 2019-20 as per Related Party Transactions Policy, no detail is required to be provided in Form AOC-2 prescribed under Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

## 21. Vigil Mechanism

The Vigil Mechanism (Whistle Blower policy) of the Company encourages its Directors and employees to bring to the notice of the Company of any unethical conduct, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Wonderla's Code of Conduct.

The mechanism provides for adequate safeguards against victimisation of Directors and employees and also provides for direct access to the Chairman of the Audit Committee. The detailed Whistle Blower Policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

## 22. Policy on Prevention of Sexual Harassment at Workplace

Your Company has in place a Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder and Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. During the year the Company has not received any complaints pertaining to sexual harassment at workplace.

## 23. Corporate Social Responsibility

The composition, role, functions and powers of the Corporate Social Responsibility (CSR) Committee of the Company are in accordance with the requirements of the Companies Act, 2013. Your Company has been a pioneer towards fulfilling its CSR obligations and has taken initiatives under CSR Programme. Your Company has a CSR Policy and the same has been placed on Company's website [www.wonderla.com](http://www.wonderla.com). The Annual Report on CSR Activities is provided in **Annexure - III**, forming part of the Directors' Report.

## 24. Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review is annexed hereto and forms part of the Directors' Report as **Annexure – IV**.

## 25. Business Responsibility Report

SEBI extends the applicability of Business Responsibility Reporting to Top 1000 listed entities by amending Regulation 34(2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your company, being one of such 1000 listed entities, has included Business Responsibility Report, as a part of Annual Report, describing measures taken by them along the key principles elucidated in the 'National Voluntary Guidelines' on Social, Environmental and Economic Responsibilities of Business' framed by the Ministry of Corporate Affairs (MCA). The Report is annexed as **Annexure – V**.

## 26. Particulars of loans, guarantees and investments

The particulars of the loans given, guarantees provided and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 for the year ended 31st March, 2020 are provided in the Notes to the financial statements.

## 27. Conservation of Energy, Technology upgradation & Foreign Exchange earnings & outgo

The information on conservation of energy, technology upgradation, foreign exchange earnings & outgo, pursuant to Section 134(3) (m) read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this Report as **Annexure – VI**.

## 28. Secretarial Standards

Your Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118 (10) of the Act.

## 29. Particulars of employees

Your Directors particularly acknowledge the untiring effort, whole-hearted support and co-operation extended by employees at all levels.

As on 31st March, 2020 total number of permanent employees in the Company are 621.

The particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure - VII**.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any Shareholder on request. Such details are also available on your Company's website <http://www.wonderla.com/investor-relations/annual-reports.html>

## 30. Employee Stock Option Scheme

Your Company has an Employee Stock Option Scheme viz., Employee Stock Option Scheme (ESOS) 2016 and the same is in line with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014. The Company has received a certificate from the Statutory Auditor of the Company that the Scheme has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and the resolution(s) passed by the Members of the Company. The certificate would be placed at the ensuing AGM for inspection by Members of the Company.

Relevant disclosures pursuant to Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 have been made and the same is attached to this report as **Annexure- VIII**.

### 31. Variation of market capitalisation of the Company

The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The market capitalisation as on 31st March 2020 was ₹ 789.00 Crores as against ₹ 1,752.34 Crores as on 31st March 2019.

### 32. Investor Relations

Your Company has an active Investor Relations (IR) Programme and continuously strives for excellence in its IR engagement with international and domestic investors through various mediums such as quarterly earnings calls, Investor & Analyst Days, site visits, one-on-one and group meetings, participation in investor conferences and non-deal Roadshows.

The senior management consisting of Joint Managing Director and CFO involve themselves regularly in investor and analyst interactions who make detailed and transparent disclosures on the Company's operational and financial performance. The investor and the analyst community have appreciated your Company's IR team and the practices.

### 33. Chennai project update

The Company with the objective of setting up its fourth amusement park in Chennai has invested about 109 Crores till March 31, 2020 towards land & land development cost and rides. In view of the levy of Local Body Entertainment Tax (LBT) of 10% by the Government of Tamil Nadu under Tamil Nadu Local Authorities Entertainment Tax Act, 2017, over and above GST of 18%, the project was put on hold for some time.

The Company has made a representation to the said Government for exemption of amusement parks from levy of LBT considering majority of its visitors being School and College students and the huge capex required for construction of amusement parks.

The Government of Tamil Nadu having considered Company's representation has specifically exempted the Company, since the Company's project was approved at Global Investor Meet (GIM), from levy of LBT for a period of five years commencing from 1st November 2019.

Considering the time involved for completion of the Project, the Company has again made a representation to the Government of Tamil Nadu for extension of the exemption granted. Having reflected on the Company's plea, the Government of Tamil Nadu vide its Order dated 12th February 2020 has amended the earlier exemption given to the Company on levy of Entertainment Tax.

As per the amended Order the Company was exempted from levy of Entertainment Tax for a period of five years from the commencement of Company's commercial operations or 30th September, 2021 whichever is earlier.

The Company has obtained NOCs from the Fire Department, Pollution Control Board and the Forest Department etc., and awaiting the final clearance from the Department of Town and Country Planning (DTCP).

In current scenario, it is extremely tough to complete the construction before 30th September, 2021. The Company intends to appeal to the Government of Tamil Nadu for duly extending the exemption period to cover the COVID related delay.

Once the final clearance is received, the Company will critically analyse the situation and take a suitable decision on the commencement of Chennai project construction.

### 34. Odisha project update

The Government of Odisha has approached the Company to set up an amusement park in Odisha. The Government has offered land on long term lease basis and other incentives. The Company has expressed its willingness to the Government of Odisha to develop an asset light model amusement park.

The State Level Single Window Clearance Authority of the Government of Odisha in its meeting held on 27th December 2019 has considered the Company's proposal for setting up an amusement park in the District of Khurda with an investment of Rs 107.10 crores and granted in-principle approval for amusement park project.

### 35. Impact due to COVID – 19

The break-out of COVID 19 and consequent lockdowns imposed by the Government of India has left serious repercussions on the businesses. The long-term impacts of the unprecedented COVID-19 pandemic are just beginning to come into focus for amusement parks as they prepare to face the future.

The amusement parks and resort being shut from mid of March 2020, your Company is extremely affected with lack of revenue. The Company has recorded Revenue of Rs. 10,269 Lakhs from its operations during April and May 2019. During the corresponding period of 2020, the Company has not recorded any revenue from its operations. In view of this, the Company has taken stringent cost reduction measures due to which the Company could reduce the expenses.

### 36. Significant/Material Orders Passed by the Regulators

There are no significant and material orders passed by the Regulators or courts or tribunals that would affect the going concern status or operations of the company.

### 37. Appreciation

Your Board of Directors take this opportunity to thank all the employees, members, customers, suppliers, bankers and regulatory authorities for their constant support and cooperation towards the Company.

For and on behalf of the Board of  
**Wonderla Holidays Limited**

Place: Bangalore  
Date: 26th May, 2020

**M. Ramachandran**  
Chairman

# Annexure - I

## 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 behaviour 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 31st March, 2020, the Company had Seven Directors on the Board, which is headed by a non-executive Independent Director as the Chairman. Among the seven directors, three are executive directors, of which one is a Woman Director. The remaining four are non-executive directors, out of which 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 other Directors inter-se.

Directorship and Committee positions of all the Directors in other public companies are in conformity with Regulation 26 of the SEBI (LODR) Regulations, 2015. Necessary disclosures regarding Committee positions in other Public Companies as on 31st March, 2020, 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.

As per the certificate obtained from Somy Jacob & Associates, Practicing Company Secretaries, none of the directors on the board of the Company have been debarred or disqualified, from being appointed or continuing as the directors of companies, by the board/MCA or any such statutory authority.

The composition of the Board as on 31st March, 2020, the changes during the year under review and Directorship/ Committee positions of the Directors in other Companies are enumerated as under:

Name	Position/ Category	DIN	<sup>1</sup> Other Directorships		<sup>2</sup> Other Committee Positions	
			Chairman	Member	Chairman	Member
Mr. M. Ramachandran	Non-Executive Independent	07972813	-	-	-	-
Mr. Kochouseph Chittilappilly	Promoter Executive	00020512	1	1	-	-
Mr. Arun K. Chittilappilly	Promoter Non-Executive	00036185	-	-	-	-
Mr. George Joseph	Executive	00253754	-	2	1	-
Ms. Priya Sarah Cheeran Joseph	Executive	00027560	-	-	-	-
Mr. Gopal Srinivasan	Non-Executive Independent	00177699	2	5	-	1
Mr. R. Lakshminarayanan	Non-Executive Independent	00238887	-	2	-	3

#### Notes:

Based on the disclosures obtained from the Directors:

<sup>1</sup> Excludes: Directorships in Private Companies, foreign Companies and alternate Directorships.

<sup>2</sup> Includes: only Audit Committee and Stakeholders Relationship Committee of other Indian Public Limited Companies.

#### OTHER LISTED ENTITIES IN WHICH THE COMPANY'S DIRECTORS ARE DIRECTORS AND CATEGORY OF THEIR DIRECTORSHIP AS ON MARCH 31, 2019

Sl. No.	Name of the Director	Other Listed Entity in which he/she is a Director	Category of Directorship
1	Mr. M. Ramachandran	NA	NA
2	Mr. Kochouseph Chittilappilly	V-Guard Industries Ltd.,	Non-Executive Chairman
3	Mr. Arun K. Chittilappilly	NA	NA
4	George Joseph	Creditaccess Grameen Ltd.	Independent Director
5	Ms. Priya Sarah Cheeran Joseph	NA	NA
6	Mr. Gopal Srinivasan	TVS Electronics Ltd., Sundaram Clayton Ltd.,	Non-Executive Chairman Non-Executive Director
7	Mr. R. Lakshminarayanan	Jyothy Labs Ltd.,	Independent Director

#### List of core Skills/ Expertise of the Directors identified by the Board

The following skills or competencies are identified for the Company's Board of Directors:

1. Accountancy & Audit
2. Finance & Taxation
3. Information Technology
4. Risk Management
5. Marketing & brand management

The Board of Directors have all the necessary skills/expertise/ competence in the above mentioned areas.

#### ii. Attendance record of Directors at Board and Annual General Meeting of the Company during the Financial Year 2019-2020.

The Board met six times during the financial year 2019-2020 on 15.05.2019, 08.08.2019, 29.10.2019, 28.01.2020, 25.02.2020 and 21.03.2020. The gap between any two board meetings did not exceed one hundred and twenty days.

The particulars of the attendance of Directors at the Board Meetings and the Annual General Meeting held during the Financial Year 2018-19 are as follows:

Name	Attendance at	
	Board Meetings	17 <sup>th</sup> Annual General Meeting held on 8 <sup>th</sup> August, 2019
Mr. M. Ramachandran	6	Yes
Mr. Kochouseph Chittilappilly	6	Yes
Mr. Arun K. Chittilappilly	4	No
Mr. George Joseph	6	Yes
Ms. Priya Sarah Cheeran Joseph	5	Yes
Mr. Gopal Srinivasan	4	No
Mr. R. Lakshminarayanan	6	No

The required quorum was present for all the meetings convened. Video Conferencing facilities were also used to facilitate directors who are travelling or at other locations to participate in the meetings and are counted for the purpose of attendance.

During the Financial Year 2019-2020, information as mentioned in Regulation 17 of the SEBI (LODR) Regulations, 2015 has been placed before the Board for its consideration. Additionally, the Directors were presented with information on various matters relating 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 were 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.

#### iii. Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to the Director, 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.

#### iv. Meeting of Independent Directors

The Independent Directors met once during the year, on 21 March, 2020 without the presence of Executive, Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by Mr. M. Ramachandran and Mr. R. Lakshminarayanan the Independent Directors. It was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and to evaluate the performance of the Board of Directors of the Company.

#### v. Compliance with the Code of Conduct

The Company has adopted Code of Conduct for the Board Members and Senior Management personals, which is made available on the website of the Company. ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies))

The Managing Director has given a declaration that the Directors and Senior Management Personals of the Company have given annual affirmation of compliance with the Code of Conduct during the fiscal year 2019-2020.

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

### 3. Committees of Board

Pursuant to the provisions of the Companies Act, the Board has constituted the following Committees to focus and discuss on the specific issues concerning the company, namely:

- 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-mentioned Committees are placed before the Board for its consideration.

#### A) Audit Committee

The Audit Committee oversees the performance of the internal control systems to ensure:

- Safeguarding of assets and adequacy of provisions of liabilities
- Reliability of financial statements and adequate disclosure of other management information
- Detection and prevention of frauds and errors
- Compliance with all the applicable laws.

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

SEBI (LODR) Regulations, 2015 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 victimisation 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

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

The Company Secretary acts as the Secretary to the Committee. Chief Financial Officer is permanent invitee 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 FY 2019-2020

During the year, the Audit Committee met four times 15.05.2019, 08.08.2019, 29.10.2019 and 28.01.2020 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
Mr. Mr. Ramachandran	4
Mr. George Joseph	4
Mr. Gopal Srinivasan	2
Mr. R. Lakshminarayanan	4

## B) Nomination and Remuneration Committee

### I. Terms of reference

The Nomination and Remuneration Committee (NRC) functions according to its charter which is in consonance with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013 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 familiarisation programs for Directors;

#### Remuneration Activities:

- 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.
- 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.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

## II. Composition

The Nomination and Remuneration Committee comprises of the following four Directors:

Name	Designation	Category
Mr. Gopal Srinivasan	Chairman	Independent Director
Mr. R. Lakshminarayanan	Member	Independent Director
Mr. M. Ramachandran	Member	Independent Director

## III. Meetings and attendance during the FY 2019-2020

The Nomination and Remuneration Committee met thrice during the year on 15.05.2019, 08.08.2019 and 21.03.2020. 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	2
Mr. R. Lakshminarayanan	3
Mr. M. Ramachandran	3

## 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 2019-2020, the Company paid sitting fees of ₹ 25,000 per meeting to its Non-Executive Directors for attending meetings of the Board and ₹ 15,000 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 the 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 the FY 2019-2020 (₹ In lacs)

Name of the Director	Sitting Fee	Salaries and Allowances	Perquisites	Commission	Total
Mr. M. Ramachandran	3.15	-	-	11.00	14.15
Mr. Kochouseph Chittilappilly	-	36.00	-	72.64	108.64
Mr. George Joseph	-	46.20	-	72.64	118.84
Ms. Priya Sarah Cheeran Joseph	-	30.00	-	48.43	78.43
Mr. Arun K Chittilappilly	1.30	-	-	69.86	71.16
Mr. Gopal Srinivasan	1.50	-	-	8.00	9.50
Mr. R. Lakshminarayanan	3.15	-	-	8.00	11.15

#### VI. Performance Evaluation

The Nomination and Remuneration Committee lays down the criteria for evaluation of the performances of the Independent Directors and other Directors on Board, Committees of the Board, etc. The criteria for performance evaluation covers areas relating to their functioning or duties discharged by them as Independent directors or other directors of the Board or members of the Committees of the Board.

#### C) Stakeholders Relationship Committee

The Stakeholders Relationship Committee functions according to its charter which is in consonance with the provisions of Regulation 20 of the SEBI (LODR) Regulations, 2015 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 of shares, etc.

#### I. Terms of reference

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

- 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/ re-materialisation/ dematerialisation of shares and consolidation/ splitting of folios as approved by the persons duly authorised 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 of four Directors as mentioned below:

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

### III. Meetings and attendance during the FY 2019-2020

The Committee met four times during the year on 15.05.2019, 08.08.2019, 29.10.2019 and 28.01.2019. 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	2
Mr. M. Ramachandran	4

### IV. Shareholders complaints/queries

The particulars of the status of Shareholders' complaints received during the Financial Year 2019-2020 are as follows:

Status of Complaints	Number of Complaints
Pending as of 1st April, 2019	NIL
Received during the Financial Year 2019-2020	7
Disposed of during the Financial Year 2019-2020	7
Pending as of 31st March, 2020	NIL

### V. Balance in the IPO-Refund Account

As on 31st March, 2020, the amount outstanding in the IPO-Refund Account maintained with IndusInd Bank is ₹ 5.00 lacs with respect to 34 applicants.

The due date for transfer of unclaimed IPO application amount to Government is May 6, 2021.

## 4. General body meetings

a. Venue and time of the three preceding Annual General Meetings:

Year	Date	Time	Venue
2018-19	08.08.2019	04.00PM	Wonderla Resort, Jadenahalli, Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.
2017-18	07.08.2018	04.00PM	Wonderla Resort, Jadenahalli, Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.
2016-17	09.08.2017	04.00PM	Wonderla Resort, Jadenahalli, Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.

## D) Corporate Social Responsibility Committee

### I. Terms of reference

The Corporate Social Responsibility Committee has been constituted pursuant to Section 135 of the Companies Act, 2013 and rules made there under. The brief terms of reference of the Corporate Social Responsibility Committee are enumerated as under:

- 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 for CSR activities; and
- Monitoring the implementation of the CSR Policy of the Company.

### II. Composition

The Corporate Social Responsibility Committee comprises of Five Directors as enumerated below:

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

### III. Meetings and attendance during the FY 2019-2020

The CSR Committee met once during the year on May 15, 2019. Except Mr. Arun K. Chittilappilly and Ms. Priya Sarah Cheeran Joseph, all the other Members were present for the Meeting.

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

Annual General Meeting held on	Subject of resolutions
08.08.2019	<ul style="list-style-type: none"> <li>i. Re-appointment of Mr. M. Ramachandran as an Independent Director and Chairman of the Company for a second term of five consecutive years.</li> <li>ii. Payment of remuneration to Mr. Arun K Chittilappilly, Non-Executive Director, in excess of the limits specified in Regulation 17 (6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.</li> </ul>
07.08.2018	No Special Resolutions were passed during the Annual General Meeting.
09.08.2017	No Special Resolutions were passed during the Annual General Meeting.

- c. Resolutions passed during the year through Postal Ballot: NIL

## 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 placed on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://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 stated in the 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 the internal control system for the purpose of financial reporting as required under SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2020.

## 7. Disclosures

- a. During the year under review, the Company had no related party transactions, which 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. The policy is placed on the official website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).
- b. The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) 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 either of the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- c. The Company has in place a Vigil Mechanism (Whistle Blower Policy), which encourages its Directors and employees to bring it to the notice of the Company of any unethical conduct, actual or suspected fraud or violation of any laws, rules or policies. 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](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

- d. The company has complied with the mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has fulfilled the following non-mandatory requirements as prescribed in part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
- i. Auditors qualification: Nil
  - ii. Separate posts of Chairman and CEO - The Company has appointed separate persons to the post of Chairman and CEO (Managing Director).
  - iii. Reporting of Internal Auditor: The Internal auditors, Varma & Varma reports directly to the Audit Committee.
- e. The company has not formulated policy for determining 'material' subsidiaries, since the Company doesn't have any subsidiaries.
- f. The Company is not involved in commodity price and commodity hedging activities.
- g. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h. The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is made in the Directors' Report.
- i. The Company does not have demat suspense account.
  - j. The Company has paid an amount of ₹ 30.25 lakhs to BSR & Associates LLP for carrying out limited review and statutory audit of financial statements and tax audit during FY 2019-2020. The Company has also availed certification services from the Firm and has paid an amount of ₹ 1.00 lakh towards the same.

## 8. Means of Communication

The quarterly, half-yearly and annual financial results of the Company are widely published in the leading newspapers such as Business Standard and Vijayavani. The latest financial results, Concall transcripts, official press releases and other information about the Company is made available on its official website ([www.wonderla.com](http://www.wonderla.com)) to provide timely information to the stakeholders of the Company.

## 9. General Shareholder Information

### I. Annual General Meeting

The 18<sup>th</sup> Annual General Meeting of the Company relating to Financial Year 2019-2020 is scheduled to be held at 3.00 p.m on Monday, August 10, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

### II. Dates of Book Closure

The Register of Members and share transfer books will remain closed from Wednesday, August 5, 2020 to Monday, August 10, 2020 (both days inclusive).

### III. Financial Calendar 2020-21

The Company expects to announce the results for the Financial Year 2020-21, as per the following schedule:

First quarter results	: on or before 14th August, 2020
Second quarter results	: on or before 14th November, 2020
Third quarter results	: on or before 14th February, 2021
Annual results	: on or before 30th May, 2021
Financial Year	: 1st April to 31st March

### IV. Dividend payments

The Interim Dividend for the financial year 2019-20 has been paid from 9 March, 2020 onwards. Members who have not encashed their dividend within the validity period may write to the Company at its Registered Office or to KFin Technologies 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. Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Companies Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to the Investor Education and Protection Fund (‘IEPF’), established by the Central Government under the provisions of the Companies Act. Shareholders are advised to claim the un-encashed dividend lying in the unpaid dividend account of the Company before the due date. During the financial year no amount was transferred to IEPF.

Further Ministry of Corporate Affairs has notified new Rules namely “Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016” which have come into force from 7 September, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Suspense Account. The details of unpaid/unclaimed dividend are available on Company’s website: [www.wonderla.com](http://www.wonderla.com).

Given below are the dates of declaration of dividend, corresponding last date for claiming unclaimed dividends and the same is due for transfer to IEPF on next day.

Year	Dividend Per Share (₹)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
2012-13	1.50	24 <sup>th</sup> July 2013	24 <sup>th</sup> July, 2020
2013-14	1.50	19 <sup>th</sup> September 2014	19 <sup>th</sup> September, 2021
2014-15	1.50	12 <sup>th</sup> August 2015	12 <sup>th</sup> August, 2022
2015-16 Interim	1.50	9 <sup>th</sup> March 2016	9 <sup>th</sup> March 2023
2015-16	0.50	1 <sup>st</sup> August 2016	1 <sup>st</sup> August 2023
2016-17	1.00	9 <sup>th</sup> August 2017	9 <sup>th</sup> August 2024
2017-18	1.50	7 <sup>th</sup> August 2018	7 <sup>th</sup> August 2025
2018-19	1.80	8 <sup>th</sup> August 2019	8 <sup>th</sup> August 2026
2019-20 Interim	1.80	25 <sup>th</sup> February 2020	25 <sup>th</sup> February 2027

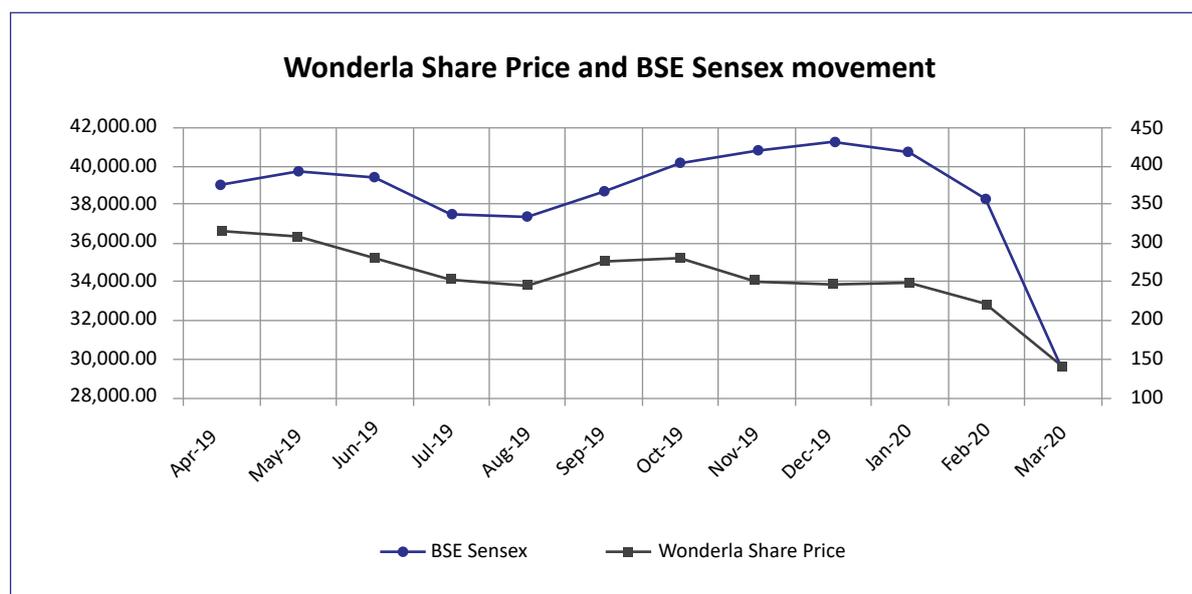
### VI. Website

The Company’s website [www.wonderla.com](http://www.wonderla.com) contains a separate dedicated section “Investor Relations” where information sought by shareholders is available. The Annual Report of the Company, press releases, quarterly reports, transcripts of the analyst call of the Company apart from the details about the Company, Board of directors and Management, are also available on the website in a user friendly manner.

#### Listed on stock exchanges and stock code

BSE Limited	: 538268
National Stock Exchange of India Limited	: WONDERLA
ISN	: INE066O01014

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

**VII. Annual Listing and Custodial Fee**

The Company has paid the Annual Listing and custodial fee for the year 2019-2020 to respective stock exchanges and depositories within the stipulated time.

**VIII. Registrar & Share Transfer Agents**

KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited) 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: <https://karisma.kfintech.com>

**IX. Share Transfer System**

Monitoring of Share Transfers and other investor related matters are dealt with by the Stakeholders Relationship Committee. The Company's Registrars, KFin Technologies Private Limited processes the share transfers in respect of physical securities on a fortnightly basis and the processed transfers are approved by the authorised Executives of the Company also on a fortnightly basis. All requests for dematerialisation 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).

**X. Shareholding Pattern as on 31st March, 2020****a. Distribution of shareholding**

Sl. No	Category	No. of Shareholders	Percentage Shareholders	of Amount	Percentage Shareholding	of
1	1 - 5000	24,837	92.97	22,788,200	4.03	
2	5001 - 10000	958	3.59	7,225,330	1.28	
3	10001 - 20000	446	1.67	6,593,900	1.17	
4	20001 - 30000	167	0.63	4,155,710	0.74	
5	30001 - 40000	77	0.29	2,705,080	0.48	
6	40001 - 50000	60	0.22	2,688,800	0.48	
7	50001 - 100000	75	0.28	5,367,900	0.95	
8	100001 & ABOVE	94	0.35	513,664,340	90.88	
<b>Total:</b>		<b>26,714</b>	<b>100.00</b>	<b>565,189,260</b>	<b>100.00</b>	

**b. Shareholding pattern**

Sl. No.	Description	No. of Shareholders	No. of Shares	Percentage of Shareholding
1	Promoters	2	19,060,308	33.72
2	Promoters Group	4	20,264,808	35.85
3	Foreign Portfolio Investors	25	8,700,817	15.39
4	H U F	464	155,096	0.27
5	Indian Financial Institutions	1	39,545	0.07
6	Bodies Corporate	233	887,084	1.57
7	Mutual Funds	4	561,255	0.99
8	NBFC	2	1,003	0.00
9	Non Resident Indians	758	659,914	1.17
10	NRI Non-Repatriation	315	212,292	0.38
11	Resident Individuals	24,786	5,140,879	9.10
12	Banks	1	88	0.00
13	Clearing Members	50	69,296	0.12
14	Alternative Investment Fund	5	678,757	1.20
15	Employees	64	87,784	0.16
	<b>Total</b>	<b>26,714</b>	<b>56,518,926</b>	<b>100.00</b>

**c. Details of Shareholding of Directors**

Name of the Director	No. of Shares (₹ 10/- per share Paid up )	% of total equity
Mr. M. Ramachandran	Nil	-
Mr. George Joseph	Nil	-
Mr. Kochouseph Chittilappilly	14,912,128	26.38
Mr. Arun K. Chittilappilly	4,148,180	7.34
Ms. Priya Sarah Cheeran Joseph	2,645,348	4.68
Mr. Gopal Srinivasan	Nil	-
Mr. R. Lakshminarayanan	Nil	-

**d. Dematerialisation of shares and Liquidity**

Category	No. of Holders	Total Shares	Percentage of Shareholding
PHYSICAL	3	57	0.00
NSDL	16,235	51,855,695	91.75
CDSL	10,476	4,663,174	8.25
<b>TOTAL</b>	<b>26,714</b>	<b>56,518,926</b>	<b>100.00</b>

**e. Number of shares in Demat form**

Number of Shares	% of Shares	No. of Shareholders	% of Shareholders
56,518,869	100	26,711	100

**XI. Branch Locations**

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

**Address for Correspondence**

Address of Registered Office of Company	Registrar and Transfer Agent
Wonderla Holidays Limited 28 <sup>th</sup> KM, Mysore Road, Bangalore-562 109, Karnataka.	KFin Technologies Pvt Ltd (Formerly Karvy Fintech Private Limited) Selenium, Tower- B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana.

For **Wonderla Holidays Limited**Place: Bangalore  
Date: 26th May, 2020**M. Ramachandran**  
Chairman

# Independent Auditors' Certificate on Compliance of Corporate Governance

To  
**The Members of Wonderla Holidays Limited**

This Certificate is issued in accordance with the terms of our engagement letter dated 28 November 2019.

Wonderla Holidays Limited ('the Company') requires Independent Auditors' Certificate on Corporate Governance as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 April 2019 to 31 March 2020.

## Managements' Responsibility for compliance with the conditions of SEBI Listing Regulations

The preparation of the Corporate Governance report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above mentioned listing regulations.

## Auditors' Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to state whether the Company has complied with the above said compliances of the conditions of Corporate Governance for the period 1 April 2019 to 31 March 2020.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2019 to 31 March 2020 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

## Opinion

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

## Restriction on use

This Certificate is issued solely for the purpose of complying with Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020 and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for **B S R & Associates LLP**  
Chartered Accountants  
Firm registration number: 116231W/W-100024

**Vipin Lodha**  
Partner

Place: Bengaluru  
Date: 9 July 2020

Membership number: 076806  
UDIN: 20076806AAAAAR7174

# Annexure - II

## Form No. MR-3

# Secretarial Audit Report

### FOR THE FINANCIAL YEAR ENDED MARCH 31,2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
M/s Wonderla Holidays Limited  
28<sup>th</sup> KM, Mysore Road  
Bangalore 562109  
Karnataka-INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Wonderla Holidays Limited.(hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s Wonderla Holidays Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

we have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Wonderla Holidays Limited ("the Company") for the financial year ended on 31.03.2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other applicable Acts and Rules annexed as Annexure 1 (Mention the other laws as may be applicable specifically to the company)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

**we further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Somy Jacob and Associates**  
Practising Company Secretaries

**Somy Jacob, Partner**

FCS No.: 6269

C P No.: 6728

UDIN: F006269B000277276

Place: Bangalore

Date: 26th May, 2020

## Annexure- Other Applicable Acts and Rules

AIR (PREVENTION AND CONTROL OF POLLUTION) ACT 1981 , WATER (PREVENTION AND CONTROL OF POLLUTION) ACT 1974 AND THE WATER (PREVENTION AND CONTROL OF POLLUTION CESS ACT 1977, ENVIRONMENT (PROTECTION) ACT 1986 AND ENVIRONMENT PROTECTION RULES 1986

THE HAZARDOUS WASTES MANAGEMENT AND HANDLING RULES, 1989 AND THE MANUFACTURE, STORAGE AND IMPORT OF HAZARDOUS CHEMICALS RULES 1989

CONSUMER PROTECTION ACT 1986

KARNATAKA SHOPS AND COMMERCIAL ESTABLISHMENT ACT 1961, AND RULES, KERALA SHOPS AND COMMERCIAL ESTABLISHMENT ACT AND RULES

THE EMPLOYEES PROVIDENT FUND & MISCELLANEOUS PROVISIONS ACT 1952, EMPLOYEES' PF SCHEME 1952 AND EMPLOYEES PENSION SCHEME 1995

THE EMPLOYEES STATE INSURANCE ACT 1948, AND THE E.S.I. GENERAL REGULATIONS 1950

MINIMUM WAGES ACT, 1948, THE EQUAL REMUNERATION ACT, 1976 RULES MADE THEREUNDER

SEXUAL HARASSMENT OF WOMAN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

THE PAYMENT OF BONUS ACT 1965, and RULES 1975, THE PAYMENT OF GRATUITY ACT 1972 and RULES 1973 AND THE PAYMENT OF WAGES ACT 1936 and RULES 1963

THE EMPLOYEES' COMPENSATION ACT, 1923 (EARLIER KNOWN AS WORKMEN'S COMPENSATION ACT, 1923) AND RULES 1966

CONTRACT LABOUR (REGULATION & ABOLITION) ACT 1970 and RULES 1974

EMPLOYMENT EXCHANGES (COMPULSORY NOTIFICATION OF VACANCIES) 1959 and RULES MADE THEREUNDER AND THE APRENTICES ACT 1961

THE INDUSTRIAL EMPLOYMENT (STANDING ORDERS ) ACT 1946 AND THE INDUSTRIAL ESTABLISHMENTS (National and Festival Holidays) ACT 1958

DESIGNS ACT 1911, COPYRIGHT ACT and PATENTS ACT 1970 RESEARCH AND DEVELOPMENT CESS ACT 1986

KARNATAKA FACTORIES (WELFARE OFFICERS ) RULES 1953, AND PROFESSIONAL TAX ACT 1975

GOODS AND SERVICES TAX (GST) ACT 2017, RULES AND REGULATIONS ENACTED BY CENTRAL AND STATE GOVERNMENTS.

INCOME TAX ACT 1961 INDUSTRIAL DISPUTE ACT , 1947 FOREIGN TRADE REGULATIONS ACT 1992

APPLICABLE LOCAL LEGISLATIONS MADE BY GOVERNMENT OF KARNATAKA, TELANGANA and KERALA

APPLICABLE LABOUR LAW LEGISLATIONS MADE BY GOVERNMENT OF KARNATAKA, TELANGANA and KERALA

# Annexure - III

## Annual Report on CSR activities

Wonderla Holidays Limited is a socially responsible organisation involved in numerous community development projects and programs. The Company has integrated CSR into the business model of the Company. Involvement in CSR initiatives therefore, is a natural extension that makes a difference to the lives of people around the Company and the environment. Our objective is to uplift the economically backward classes of society through positive intervention in social upliftment programs. As part of CSR initiatives, Company regularly makes donations to NGOs working towards treatment of cancer patients, trusts for disabled people and children's homes. Further, the Company has initiated a project titled "Education - Enriching Lives" and as part of the said initiative, books, school bags, study materials and stationery are being distributed to students who are studying in Government Schools in Bannikuppe Gram Panchayat, Ramnagara District, Bangalore Urban and Rural, Karnataka, Raviryala Village, Hyderabad, Telangana and Pallikkara, Kunnathunadu Gramapanchayat, Kochi, Kerala for the academic year 2019-20. Wonderla has instituted 'Wonderla Green Awards' at Bangalore, Kochi and Hyderabad parks rewarding the schools which adopt innovative and comprehensive steps to conserve nature and natural resources. The content of CSR policy is available on website of the Company - [www.wonderla.com](http://www.wonderla.com).

1. Mr. George Joseph is the Chairman and Mr. Kochouseph Chittilappilly, Mr. Arun K Chittilappilly, Ms. Priya Sarah Cheeran Joseph and Mr. Gopal Srinivasan, are the other members of CSR Committee.
2. Avg. net profits of the Company for last three financial years: ₹ 6,411.99 Lakhs
3. Prescribed CSR expenditure: ₹ 128.24 Lakhs
4. Details of CSR amount spent during the FY 2019-20.
  - a. Total amount to be spent: ₹ 128.24 Lakhs
  - b. Amount unspent, if any; ₹ 14.49 Lakhs.

**Reasons for not spending the amount:** The CSR amount spent (₹ 113.75 lakhs) includes only direct expenditure on projects outlined by the Company. The amount incurred towards overheads like salary, travel and other miscellaneous expenses for execution of CSR programs is not included in the above amount. The budgeted CSR initiatives could not be completed during the financial year due to outbreak of COVID and consequent lockdown imposed at the end of the year. The Company has made necessary arrangements for spending the balance amount. Moving forward the Company will endeavour to spend the complete amount on CSR activities in accordance with the statutory requirements.

c. Manner in which the amount is spent during the FY is detailed below:

Sl. No	CSR project or activity identified	Sector in which the project is covered	Projects or programmes1) Local area or other 2)Specify the State and district where projects or programmes was undertaken	Amount outlay (budget) Projects or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct Expenditure on projects or programs- 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or Through Implementing Agency
1	Infrastructure development at Government schools by constructing/ renovating school buildings, water & sanitation, installing play equipment's. Distributed scholastic items like bags, books stationery items and Scholarships to students, conducted sports day, drawing competition, sponsored skill development training.	Education	Bannikuppe Gram Panchayat, Bangalore. Kunnathunadu Gram Panchayat, Kochi. Raviryala Gram Panchayat, Hyderabad.	29.00	28.40	28.40	Direct/ Implementing Agency - People4People and Sarvodaya Integrated Rural Development Society - Koppal
2	Conducted free medical camps at Government schools, Orphanage Homes through medical officers. Medical Assistance provided to financially weaker section of the society. Contributed to three states (Karnataka, Kerala and Telangana for the support against COVID 19.	Health	Bannikuppe Gram Panchayat, Bangalore. Kunnathunadu Gram Panchayat, Kochi. Raviryala Gram Panchayat, Hyderabad.	8.00	16.00	16.00	Direct
3	Installed R O water unit, CCTV cameras, street lights, solar street lights at villages. Conducted awareness programs about Road safety, Supported Swach Bharat by sponsoring safety Jackets to Municipal workers, Health workers, constructed / renovated community infrastructure.	Community Development	Bannikuppe Gram Panchayat, Bangalore. Kunnathunadu Gram Panchayat, Kochi. Raviryala Gram Panchayat, Hyderabad	87.74	64.35	64.35	Direct/ Implementing Agency – Prajwala Karnataka Social Welfare Trust
4	Providing financial assistance to orphanage homes, old age homes, child welfare organisations who promote education and health.	Donations to NGOs	Bangalore, Kerala and Hyderabad	3.50	5.00	5.00	Direct
<b>Total</b>				<b>128.24</b>	<b>113.75</b>	<b>113.75</b>	

5. The amount indicated in column (6) and (7) above is the direct expenditure on projects or programs.

6. We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with CSR objectives.

**GEORGE JOSEPH**

Joint Managing Director & CSR Committee Chairman

## Annexure - IV

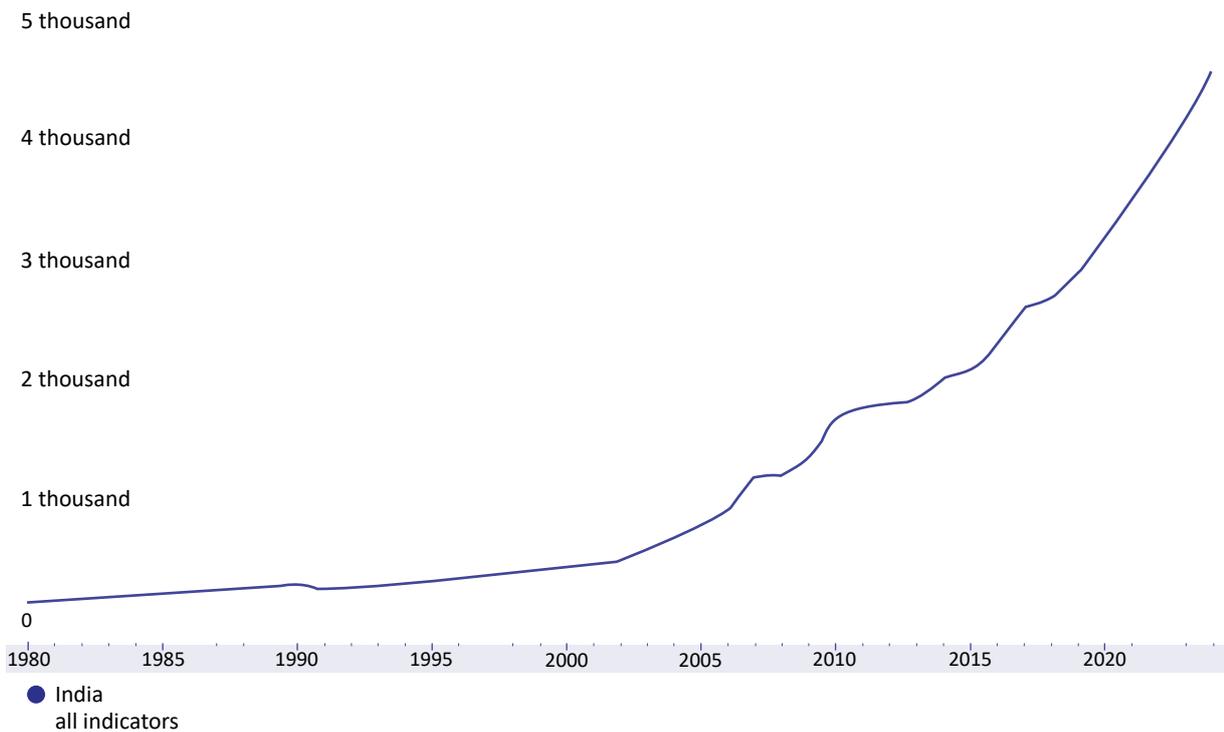
# Management Discussion and Analysis

### Economy Overview

The Year 2019-20 coincided with the end of a decade of remarkable changes and developments which were not even conceivable ideas when the decade began. Our country and the world at large has seen significant progress on many fronts. India's GDP growth has been among the highest in the world in the past decade – regularly achieving annual growth of between 6-7%. In 2010, India's GDP was in 9th place, trailing that of countries such as Brazil and Italy. Now, data from the IMF<sup>1</sup> shows that India has risen to become the world's fifth-largest economy when ranked by nominal GDP. In the process, it has leapfrogged France and the UK. As seen below, the size of the Indian economy expanded by more than 50% over the decade.

#### IMF DataMapper

GDP, current prices (Billions of U.S. dollars)



©IMF, 2019. Source: world Economic outlook (October 2019)

Some of the noteworthy developments over the last year include:

- A jump of 79 positions to 63 in 2019 from 142 in 2014 in World Bank's Ease of Doing Business rankings.
- Biggest corporation tax reduction in 28 years, the government slashed rates by up to 10 percentage points, effectively ₹ 1.4 trillion tax break — in a bid to revive the economy.

However, the economic growth in India decelerated to 4.9% in 2019. The subdued growth was a result of insufficient credit availability and reduced domestic consumption, while also facing some impact of the trade wars between the world's major economies.

Global economic growth decelerated last year because of continued weakness in global trade and investment. As per the IMF, world GDP stood at 3.4% in 2019 (Jan-Oct). Bilateral negotiations between the US & China were in spotlight throughout the year as the world awaited the outcome with bated breath. Financial market sentiment was tepid for prolonged durations in the last year. Slowing economies led to a weakened global growth rate of 2.4% - the lowest rate of expansion since the global financial crisis. The muted outlook had already

<sup>1</sup>WEF – India 5<sup>th</sup> largest

triggered monetary policy easing across major economies. This had an adverse impact on yields, with zero & negative interest rates observed across different markets.

While countries across the world were tackling various issues to get their growth back on track, 2020 began with the onset of a global pandemic following the outbreak of the COVID-19 virus. Facing pandemic is an unprecedented humanitarian challenge for countries across the world. It is inflicting increasingly high human & industrial loss worldwide. A significant portion of the economy is in a de facto shutdown. As per IMF, the global economy is projected to contract sharply by 3% in 2020, much worse than the 2008 - 09 financial crisis. Unlike some countries, India took a proactive measure & implemented a nationwide lockdown to arrest the spread of Covid-19 virus even before a spike in positive cases. As of May 2020, the lockdown has been in place for almost two months.

The Indian government has taken unprecedented and proactive measures to navigate the socio-economic challenges faced by the country during the crisis and has passed enabling resolutions to aid in recovery post the pandemic.

### Industry Overview – Global Amusement Park Industry

Amusement park industry has seen a significant improvement over the last few years. It has succeeded in drawing the attention of modern consumers looking to spend on experiences rather than products. In 2019 1.15 billion<sup>2</sup> people visited amusement parks worldwide. The market size was \$52 billion and growth in 2019 was 7.1%. The trend has sustained with the increasing use of social media. Amusement parks generate a huge amount of revenue with an average of millions of consumers coming in and celebrating the uniqueness of the place. Parents are keener on field trips that can prove to be more beneficial to their child's mental development.

Amusement parks offer an avenue to have an immersive day-long experience, which is captured by them as photos and videos and further shared on social media. Unlike cinema and live music, there is no in-home equivalent to a theme park. People tend to return to the parks in a ritualistic manner as they crave for an irreplaceable experience. This has led to all major parks having a successful loyalty program which encourages, and rewards repeat visitors.

The Amusement Parks industry has experienced strong growth over the years to 2019, driven mainly by an increase in international and domestic visitors, and the rising propensity of consumers to travel and chase new experiences. However, the industry is highly competitive, with five major players (The Walt Disney Company, NBC Universal Media, Cedar Fair, SeaWorld Entertainment and Six Flags Entertainment) dominating the industry. Most of them have used their intellectual property rights in the form of major film franchises, characters and other entertainment to their advantage. Furthermore, the expansion of the economy in the US has enabled consumers to increase spending on amusement park admissions and vacation packages. Amusement parks have also

become savvier at garnering revenue from their guests through sales beyond the cost of admission, including purchases of food, merchandise, games and souvenirs to cherish the memory of their experience, which is also duly shared on social media.

In a world where the daily news can get depressing, people have a desire to escape. Amusement parks meet this demand. As leisure activities, theme parks and amusement parks suffer when the economy slows down. However, since amusement parks are about 'pure fun', one can expect them to recover fast. The outbreak of COVID-19 and the consequent pandemic brought the industry to a grinding halt with major parks across the world shutting down to aid social distancing and prevent the spread of the virus.

Shanghai Disneyland was the first park to close due to the pandemic. Interestingly, it is also among the first one to open. In the first week of May 2020, advance bookings for the first day were sold out in a few minutes, and for the first week in a matter of hours.

Disney also announced that it will reopen its Orlando park in phases. First phase will see Disney Springs open up on 20th May, 2020 with limited admits, parking & operating hours and extra safety measures implemented for visitor safety.

Similarly, some parks across South East Asian countries like Thailand, Indonesia and Malaysia planned phased reopening over May - June 2020.

In a post-pandemic world, amusement parks will adopt new measures to facilitate social distancing and avoiding dense crowds. Initially, parks will have to operate at reduced capacity (30-50%) with an increased focus on health, safety and sanitation.

Amusement parks fulfil a basic human need for which there is no real substitute. They will continue to provide a unique & irreplaceable form of value. Our desire as humans to roam, play, and experience will never leave us. The industry will adapt to survive, prosper, and continue to deliver value in the future.

### Industry Overview – Indian Amusement Park Industry

The very thought of amusement parks brings a smile to our faces and puts forth a picture of unending fun & frolic. It sparks our imagination in a way that takes us right back to our childhoods. The beginning of the 21st century saw many parks and water parks coming up in small, medium and large cities. Today, there are more than 150 amusement parks in India, across metros, Tier I and Tier II cities, and smaller locations. In the last ten years, at least 40 new parks<sup>3</sup> with varied investments of ₹ 5 to ₹ 30 crore have been set up in cities other than the metros.

Amusement parks in India attract over three crore visitors annually and contribute nearly 40% of the total leisure industry turnover, which are the key drivers of growth among the services sector in India. About 30-35% of visitors are from outstation and thus a major source of tourism.

<sup>2</sup> Source: <https://blooloo.com/features/lbe-vr-trends-part-1/>

<sup>3</sup> Source: <https://www.ciiblog.in/economy/the-role-of-amusement-and-theme-parks-in-the-indian-economy/>

In the financial year 2019-2020, the decrease in discretionary consumer spending and a widespread slowdown had an impact of the footfalls in amusement parks. This was further amplified by the nationwide lockdowns implemented from March 2020 to prevent the spread of COVID-19 virus.

### Company Overview – Wonderla Holidays

Wonderla Parks are a destination where WONDERS NEVER CEASE! Our visitors come to our parks to escape the monotony of regular life, to get an immersive experience and make memories to cherish forever. We strive to make their visit a safe and pleasant affair and offer a venue for an all-round joyful revelry. To extend the experience, we also provide our visitors an opportunity to stay at our luxurious & cosy 3-star resort at Bangalore park.

Our strength and expertise in running a complex amusement parks business most optimally have been greatly appreciated across the country. It is also reflected in our successful track record. In this year, our Kochi Park, which was started as Veegland, has completed two decades of operations. Our Bangalore park is completing one and half decade, and our Hyderabad park is now in its fourth year of operations.

Over the decades Wonderla has stood the test of time and emerged stronger from the challenges it has faced. Our inherent strength comes from our people and the values in place. We foster a sense of belonging and togetherness in our team. As a result, our organisation officially certified as a “Great Place To Work”. This appreciation has been conferred by the Indian chapter of International “Great Place To Work®” Institute. For an organisation to get certified, 70% or more of its employee respondents should rate the organisation as a great workplace and its people practices should be rated 2.5 or more on a 5 point scale by Great Place to Work® Institute.

In the last financial year, we settled a long-standing taxation dispute. The company opted to avail Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019 announced by the Government of India in Sept. 2019. As per this scheme, the Company will get a relief ranging from 40% to 70% of the disputed service tax demands and a full waiver of interest and penalty thereon.

We value our visitors experience above everything else and strive to provide them with the highest standards of safety, hygiene and most importantly, an exciting thrill at our parks. In our added efforts towards visitor engagement and providing them with increased novelty at our parks, we installed new rides across our three operational parks this year.

- Bangalore Park - Wave Rider: A family ride imported from Italy, it has a cabin wherein the riders stand at both sides. Cabin rotates on a pivot giving the riders an experience of surfing through waves. The ride has a capacity of 12 persons at a time with a duration of 2 minutes per ride.
- Kochi Park - Fusion Slide: A water tube slide with a diameter of 1.4 meters, starts from a height of 9 meters. Two riders can enjoy at a time. Inflated tubes are used to carry riders through the slide.

- Kochi Park - V R Coaster: This ride is an advanced version of a roller coaster, located inside a castle-themed building which goes up to a height of 6 meters and through 190 meters track with a steep incline, curves and dips. Each rider is provided with virtual reality headsets to experience the movement through virtual environment along with the movement of car through the track and a synchronised themed video.
- Hyderabad Park - Funky Monkey: It is a Drop Tower specially designed for children. The ride takes the visitors to a maximum height of 4 meters, giving a miniature experience of a free fall. The capacity of the ride is six kids at a time with a duration of 4 minutes per ride.
- Hyderabad Park - Rocking Tug: A family ride imported from Italy; shaped like a ship, it gives the riders a thrilling ship riding and sailing experience.

### Future Outlook

As part of our ongoing initiatives to drive growth and innovation, we are always exploring new avenues for expansion. Over the last year, following developments gave a significant push to our growth plans:

- The Tamil Nadu Government provided an exemption from the local Entertainment Tax for the first five years of operations at our Chennai Park. We have a land parcel of 64 acres in Chennai and have incurred capital expenditure of around INR 110 crore. The Company has received NOCs from the Fire Department, Pollution Control Board and the Forest Department etc., and awaiting the final clearance from the Department of Town and Country Planning (DTCP). The setup and construction of our fourth park are expected to begin next fiscal.
- As a testimony to our operational efficiency, the Government of Odisha invited us to set up a new amusement park in the State. The Government of Odisha will provide the land on a long-term lease along with supporting infrastructure, thus enabling us to develop an asset-light and balance sheet friendly amusement park. The board has approved the project, designated as our fifth park and second project in the pipeline.
- Across our three operational parks, we hold a land parcel of 224 acres, of which 95 acres have been developed and utilised for the parks. We have 129 acres of excess, unencumbered land bank available to expand our existing parks.
- Even though we suffered a setback in the form of missed opportunity due to the nationwide lockdown from March 2020, we are hopeful of recovery in the next fiscal. Encouraging signs have been seen at international parks, which are opening up within two-quarters of the virus outbreak. We are optimistic that the same trend will be witnessed in India. We believe that domestic travel will boom after the return of normalcy. The Indian travellers will surely bounce back. In our opinion, outbound leisure travel may take a little longer to revive, and this will further increase the need for domestic travel.

Our offerings are quite broad-based family entertainment and basically in the nature of 'Fun under the Sun' for every age group. At Wonderla, we will continue to provide cleaner, hygienic, sustainable and safe offerings and deploy professionally well-trained employees to achieve improved customer experience.

### Financial Overview

Our reported Revenue, Profit Before Tax and Net Profit have been

- Total Revenue for the Company decreased to ₹ 28,288 lakhs as against ₹ 29,166 in the previous year, down by 3%
- Operating EBITDA decreased to ₹ 11,611 lakhs as against ₹ 12,396 lakhs in the previous year, down by 6%.

- Operating EBITDA margins declined to 41% of net sales as against 43% in the previous year.
- Profit Before Tax increased to ₹ 9,259 lakhs as against ₹ 8,404 lakhs in the previous year, up by 10%.
- Profit After Tax increased to ₹ 6,478 lakhs as against ₹ 5,541 lakhs in the previous year, up by 17%

Our financial performance for FY2019-20 has suffered due to the unforeseen pandemic, which has shaken the world economy at its core. Footfalls were recorded at 23.81 lakhs. A constant watch on cost control has enabled us to maintain margins.

As our recent initiatives and projects in pipeline pave the way for increased footfalls & build an affinity among our visitors for the Wonderla brand, we are hopeful of delivering significant value to all our stakeholders.

# Annexure - V

## Business Responsibility Report

### Section A: General Information About the Company

1	Corporate Identity Number (CIN) of the Company	L55101KA2002PLC031224
2	Name of the Company	Wonderla Holidays Limited
3	Registered address	28th KM, Mysore Road, Bangalore - 562109, Karnataka.
4	Website	www.wonderla.com
5	e-mail id	investors@wonderla.com
6	Financial Year reported	2019-20
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Amusement Park – 93210 Resort - 56301
8	List three key products/services that the Company manufactures/ provides (as in balance sheet)	1. Amusement Parks 2. Resort
9	Total number of locations where business activity is undertaken by the Company	3
	a. Number of International Locations (Provide details of major 5)	Nil
	b. Number of National Locations	3
10	Markets served by the Company – Local/ State/ National/ International/	Majorly Karnataka, Kerala, Telangana, Andhra Pradesh, and Tamil Nadu

### Section B: Financial Details of the Company

1	Paid up Capital (INR)	5,651.89 lakhs
2	Total Turnover (INR)	28,288.00 lakhs
3	Total profit after taxes (INR)	6,478.40 lakhs
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.76%.
5	List of activities in which expenditure in 4 above has been incurred.	Refer CSR report

### Section C: Other Details

1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/ Companies participate in the Business Responsibility (BR) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Not Applicable

### Section D: BR Information

1	Details of Director/ Directors responsible for BR	
	(a) Details of the Director/ Directors responsible for implementation of the BR policy/policies	
	DIN Number	00253754
	Name	Mr. George Joseph
	Designation	Joint Managing Director
	(b) Details of the BR head	
	DIN Number (if applicable)	NA
	Name	Mr. Sivasdas M
	Designation	President - Admin
	Telephone number	080-22010300
	e-mail id	sivasdas@wonderla.com

2. Principle-wise (as per 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business') BR Policy/ policies

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	www.wonderla.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Principle-wise Index

P1 – Code of conduct and Ethics	P6 – HSE Policy
P2 – Supplier Code of Conduct	P7 – Advocacy statement
P3 – HR Policies, Human Rights statement	P8 – CSR Policy
P4 – CSR Policy	P9 – Information Security Policy
P5 – Human Rights Statement	

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	No

## Section E: Principle-Wise Performance

Principle 1		
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others?	Yes. It does not extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	Refer Corporate Governance section
Principle 2		
1	List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The Company is operating in Service sector
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):	Refer conservation of energy section.
	(a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?	Refer conservation of energy section.
	(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Refer conservation of energy section.
3	Does the company have procedures in place for sustainable sourcing (including transportation)?	Yes
	(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Wherever feasible.
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes. Wherever feasible
	(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company engages with local suppliers wherever feasible
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	Yes >10%. The Company has stringent waste/ water management practices for internally generated wastes. Water is 100% recycled and solid waste is handed over to recyclers/ resellers.
Principle 3		
1	Please indicate the Total number of employees.	2284
2	Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.	1663
3	Please indicate the Number of permanent women employees.	50
4	Please indicate the Number of permanent employees with disabilities	No
5	Do you have an employee association that is recognised by management.	No
6	What percentage of your permanent employees is members of this recognised employee association?	NA
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Nil

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
i	Child labour/ forced labour/ involuntary labour	Nil	Nil
ii	Sexual harassment	Nil	Nil
iii	Discriminatory employment	Nil	Nil
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?		
	(a) Permanent Employees	100%	
	(b) Permanent Women Employees	100%	
	(c) Casual/Temporary/Contractual Employees	100%	
	(d) Employees with Disabilities	NA	

<b>Principle 4</b>	
1 Has the company mapped its internal and external stakeholders? Yes/No	Yes
2 Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders.	No
3 Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.	No
<b>Principle 5</b>	
1 Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	only the Company
2 How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	Refer Corporate Governance section.
<b>Principle 6</b>	
1 Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.	Only the Company
2 Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	No
3 Does the company identify and assess potential environmental risks? Y/N	Yes
4 Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No
5 Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Yes www.wonderla.com
6 Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes
7 Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil
<b>Principle 7</b>	
1 Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes, Indian Association of Amusement Parks and Industries (IAAPI) Confederation of Indian Industry (CII) Bangalore Chamber of Industry & Commerce
2 Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	No
<b>Principle 8</b>	
1 Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes. Refer CSR Annual Report section for more details.
2 Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organisation?	In-house team and External NGOs'
3 Have you done any impact assessment of your initiative?	Not Yet
4 What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.	During the year, the total spent on CSR activities by the Company was ₹ 113.75 lakhs as stipulated under Schedule VII of the Companies Act, 2013. Details are in annexure attached in the CSR report.

<p>5 Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.</p>	<p>CSR activities were pursued in line with the Company’s policy and framework. The first step in the process is to identify communities that require our intervention through a stakeholder engagement. The Company has continual interactions with the relevant stakeholders so that its interventions are sustainable and is accepted and adopted by the key stakeholders.</p>
<p><b>Principle 9</b></p>	
<p>1 What percentage of customer complaints/consumer cases are pending as on the end of financial year.</p>	<p>Nil</p>
<p>2 Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ N.A. / Remarks (additional information)</p>	<p>NA</p>
<p>3 Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.</p>	<p>No</p>
<p>4 Did your company carry out any consumer survey/ consumer satisfaction trends?</p>	<p>Yes</p>

## Annexure - VI

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 (3) (m) and Rule 8 (3) of The Companies (Accounts) Rules, 2014, is as follows:

### A. Conservation of energy

(a) Energy Conservation measures taken	<ol style="list-style-type: none"> <li>1. An amount of ₹ 1.92 lakhs per annum was saved in Bangalore Park by optimization of Voltage of Power house to 420 Volts.</li> <li>2. An amount of ₹ 3.44 lakhs was saved in Kochi Park through Diffused Aerator and Surface Aerator at Sewage Treatment Plant (STP) &amp; Pool water Treatment Plant (PTP) by optimizing the Dissolved Oxygen levels.</li> <li>3. The following additional measures were implemented to conserve energy: <ul style="list-style-type: none"> <li>• optimization of the timing of blower operation during changeover period through the timers of STP at Bangalore Park;</li> <li>• improved the operation of Free Air Delivery (FAD) of the centralized compressors at Hyderabad Park; and</li> <li>• operation of Reverse Osmosis High Pressure Pumps (RO HPP's) at reduced speed using Variable Frequency Drive (VFD) at RO treatment plants in Hyderabad Park.</li> </ul> </li> </ol>
(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy.	<p>The following proposals were implemented as part of energy conservation program:</p> <p>Solar power generation project of 400 kWp with investment of around INR 2.00 Crores has been implemented at Kochi park which will generate 1600 kWh per day.</p>
(c) Impact of the measures at (a) and (b) above for reduction of Energy consumption and consequent impact on the cost of production of goods.	<p>Energy consumption per guest in Hyderabad park has decreased by 1.02% as against the reduction of footfall by 0.74%</p>
(d) Total energy consumption and energy consumption per unit of production as per Form A of the annexure in respect of Industries specified in the Schedule there to.	NA

### B. Technology absorption

i. Efforts, in brief, made towards technology absorption, adaptation and innovation.	-
ii. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc.	-
iii. In case of imported technology (imported during last 3 years),	-
a. details of technology imported	-
b. year of import	-
c. whether technology fully absorbed	-
d. if not fully absorbed, areas where absorption has not taken place and reasons thereof	-
iv. Expenditure on R&D	-

### C. Foreign Exchange Earnings & Outgo:

Forex Earnings: NIL

Forex Outgo:

Currency	Foreign Currency (in Lakhs)	INR ( in Lakhs)
EURO	5.28	414.00
USD	1.75	126.97
<b>Total</b>	<b>7.03</b>	<b>540.98</b>

## Annexure - VII

### Particulars of employees

a) Information as per Rule 5(1) of Chapter XIII, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration paid to employees including that of the management are on par with industry standards. The Nomination and Remuneration Committee continuously reviews the compensation of Whole-time Directors (WTD) and Senior Management Personnel of the Company keeping in view the short term and long term business objectives of the Company and link compensation with the achievement of measurable performance goals.

Remuneration paid to whole-time Directors

(₹ In Lakhs)

Director's name	Designation	2019-20	2018-19	% increase/ (decrease)	Ratio of remuneration to Median Remuneration of Employees (MRE) (excluding WTD)	Ratio of remuneration to MRE and WTD (including WTD)
Priya Sarah	Executive	78.43	71.80	9.23	22.54	22.54
Cheeran Joseph	Director					
George Joseph	Joint Managing Director	118.84	98.74	-	34.15	34.15
Kochouseph Chittilappilly§	Executive Vice-Chairman	108.64	74.31	-	31.22	31.22
<b>Total</b>		<b>305.91</b>	<b>244.85</b>	<b>-</b>	<b>-</b>	<b>-</b>

§ Appointed as Executive Vice-Chairman w.e.f. July 9, 2018

The number of permanent employees as on March 31, 2020 were 621 as against 580 employees as on March 31, 2019 and the median remuneration was ₹ 3.48 lakhs annually. The median remuneration of employees (excluding above Directors and KMPs) in Financial Year 2020 is same as that of previous year.

The average percentile increase already made in the salaries of employees other than Managerial personnel in the last Financial Year was 8.28% and the average percentile increase in the remuneration of Managerial Personnel was 20%. The higher percentage in the increase of Managerial Personnel was based on external benchmarking, growth plans of the Company and individual performance of the Managerial Personnel.

Remuneration paid to independent Directors

(₹ In Lakhs)

Director's name	2019-20	2018-19	% increase/ (decrease)
M. Ramachandran	11.00	9.00	22.22
Gopal Srinivasan	8.00	6.00	33.33
R. Lakshminarayanan	8.00	6.00	33.33
<b>Total</b>	<b>27.00</b>	<b>21.00</b>	<b>28.57</b>

Remuneration paid to Non-Executive Directors

Director's name	2019-20	2018-19	% increase/ (decrease)
Arun K Chittilappilly#	69.86	48.80	-

# Appointed as Non-Executive Director w.e.f. July 9, 2018

## Remuneration to other Key Managerial Personnel (KMP)

(₹ In Lakhs)

KMP name	Designation	2019-20	2018-19	% increase/ (decrease)	Ratio of remuneration to MRE (excluding WTD)	Ratio of remuneration to MRE and WTD (including WTD)
Satheesh Seshadri <sup>§</sup>	Chief Financial Officer	40.32	-	-	-	-
Jacob Kuruvilla <sup>®</sup>	Chief Financial Officer	12.77	15.29	-	-	-
Srinivasulu Raju Y	Company Secretary	15.86	13.36	18.71	4.56	4.56
<b>Total</b>		<b>68.95</b>	<b>28.65</b>	-	-	-

<sup>§</sup> Appointed as CFO w.e.f. August 8, 2019<sup>®</sup> Resigned as CFO w.e.f. August 8, 2019

## b) Information as per Rule 5(2) of Chapter XIII, The Companies (Appointment and remuneration of Managerial personnel) Rules, 2014

(₹ In Lakhs)

Employee Name	Designation	Educational qualification	Age	Exp. in Years	Date of joining	Remuneration paid in FY 2018	Previous employment and designation
-	-	-	-	-	-	-	-

## Annexure - VIII

DISCLOSURES IN COMPLIANCE WITH REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND RULE 12 (9) OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 ARE SET OUT BELOW:

The Company has an Employee Stock Option Scheme viz., Employee Stock Option Scheme (ESOS) 2016. Relevant details of the scheme are provided below and the same are also available on the website of the Company [www.wonderla.com](http://www.wonderla.com).

### A. Disclosures in terms of the accounting standards

Please refer Note no. 16.6 of Standalone Financial Statements forming part of this Annual Report.

### B. Diluted EPS on issue of shares pursuant to ESOS: 11.45

### C. Details relating to ESOS 2016

Sl. No.	Particulars	Grant I	Grant II	Grant III
i	a. Shareholders approval date	August 1, 2016		
	b. Total No. of options approved under the plan	10,00,000		
	c. Vesting requirements	Vesting 25% on each successive anniversary of the grant date. The options shall vest so long as an employee continues to be in the employment of the Company. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, subject to the minimum vesting period of 1 year and maximum of 4 years from the date of grant of options.		
	d. Exercise price or pricing formula	41,093 stock options exercisable at a price of ₹ 281/- each and 19,750 stock options exercisable at a price of ₹ 10/- each. The Grant date is 24 <sup>th</sup> May 2017.	20,000 stock options exercisable at ₹ 10/- each. The grant date is 26 <sup>th</sup> May, 2018.	21,400 stock options exercisable at ₹ 10/- each. The grant date is May 15, 2019
	e. Maximum term of the options granted	Vested options should be exercised within a period of five years from the date of Vesting.		
	f. Source of shares	Primary		
	g. Variation in terms of options	No variation		
ii	Method used for Accounting of ESOS	Fair Value		
iii	Difference between the employee compensation cost using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if it had used the fair value of the options.	During the Financial Year 2020, the Company followed Fair Value accounting of stock options.		
	The impact of this difference on profits and on EPS of the Company.			

Sl. No.	Particulars	Grant I		Grant II		Grant III		
iv	Options movement during the year							
	Number of options outstanding at the beginning of the year	11,817	13,312	18,500			-	
	Number of options granted during the year	-	-	-			21,400 stock options exercisable at a price of ₹ 10/- each	
	Number of options cancelled during the year	-	-	900			700	
	Number of options forfeited/ lapsed during the year	-	-	-			-	
	Number of options vested during the year	3766	4439	4400			-	
	Number of options exercised during the year	1313	4439	4325			-	
	Number of shares arising as a result of exercise of options	1313	4439	4325				
	Money realised by exercise of options	3.69 Lacs	0.44 Lac	0.43 Lac				
	Loan repaid by the Trust during the year from exercise price received	-	-	-			-	
	Number of options outstanding at the end of the year.	10,504	8,873	13,275			20,700	
	Number of options exercisable at the end of the year.	2978	-	75			-	
v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Please refer Note no. 16.6 of Notes to the Standalone Financial Statements forming part of the Annual Report.						
vi	Employee wise details of options granted to:							
	a. Senior managerial personnel	Name	Designation	No. of options granted & Exercise Price (₹)	Name	Designation	No. of options granted & Exercise Price (₹)	
		-				-		
	b. Employees holding 5% or more of the total number of options granted during the year	-				-		

Sl. No.	Particulars	Grant I	Grant II	Grant III
	c. Identified employees who were granted options / RSU's, during anyone year equal to or exceeding 1% of the issued capital (excluding outstanding options/ RSU's of the Company at the time of grant.	-	-	-
vii	Method and significant assumptions used during the year to estimate the fair value of options including the following information:	Black-Scholes-Merton Option Pricing Model. Please refer Note no. 16.6 of Notes to the Standalone Financial Statements forming part of the Annual Report.		
	a. weighted average values of share price	371.44	307.30	250.17
	b. weighted average exercise price	193.03	10	10
	c. expected volatility	22.01% - 32.53%	22.22% - 29.95%	22.91% - 22.53%
	d. expected option life	9 years from the date of grant	9 years from the date of grant	9 years from the date of grant
	e. expected dividends	0.55%	0.47%	0.50%
	f. risk-free interest rate and any other inputs to the model	6.48% - 6.68%	7.08% - 7.78%	6.61% - 7.20%
	g. the method used and the assumptions made to incorporate the effects of expected early exercise.	-	-	-
	h. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility.	Based on historical volatility over the expected life of the option.		
	i. whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	-	-	-

# Independent Auditors' Report

To the Members of Wonderla Holidays Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Wonderla Holidays Limited ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter	How the matter was addressed in our audit
<p><b>Audit of revenue recognition</b></p> <p><b>See note 2.5 of accounting policies to the financial statements</b></p> <ul style="list-style-type: none"> <li>The industry in which the Company operates involves significant amount of cash collection for revenue generation, which carries a risk of misappropriation due to fraud or error.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Assessed the revenue recognition accounting policies are in compliance with the accounting standards.</li> <li>Tested the design and operating effectiveness of relevant key controls with respect to revenue recognition on a sample basis.</li> <li>Tested the design, implementation and operating effectiveness of the Company's general IT controls and key application controls over the Company's IT systems which govern revenue recognition in the accounting system.</li> <li>Performed substantive tests by selecting samples of revenue transactions recorded during the year. As part of the substantive tests, we inspected the underlying documents.</li> <li>Performed reconciliations of total cash received to revenue recorded.</li> </ul>
<p><b>Provision for tax exposures</b></p> <p><b>See note 2.20, note 23 and note 40 of the financial statements</b></p> <ul style="list-style-type: none"> <li>The Company operates under several tax laws and regulations and is subject to periodic challenges by tax authorities on a range of tax matters during the normal course of business including, specifically, indirect tax matters.</li> <li>Furthermore, the Company is eligible to opt for certain legacy dispute resolution schemes initiated by the Government which impacts the amount of provisions it is required to carry in the books.</li> <li>These taxation matters involve significant management judgment, including consultations with specialists, to determine the possible outcome of the litigations and the dispute resolution schemes. Consequently, there is an impact on related accounting and disclosures in the financial statements.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Read and analyzed select key correspondences, external legal opinions / consultations by the management.</li> <li>Examined and analyzed provisions of the dispute resolution schemes, relevant legal precedence and other rulings.</li> <li>Examined and challenged management's key underlying assumptions in estimating the tax provisions.</li> <li>Assessed management's estimate of the possible outcome of the disputed cases. Evaluated the impact of participation in the legal dispute resolution schemes; and</li> <li>Assessed the adequacy of Company's accruals and disclosures in relation to taxes.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p><b>Impairment of non-financial assets</b></p> <p><b>See note 2.10, 3A and 3B of the financial statements</b></p> <ul style="list-style-type: none"> <li>The carrying value of the Company's property, plant and equipment, capital work-in-progress and intangible assets as at 31 March 2020 (excluding land) amounts ₹ 27,078 Lakhs.</li> <li>The Company has identified each of its Amusement Parks ("the Parks") as a separate Cash Generating Unit ("CGU"). Due to the impact of Covid 19 Pandemic, an impairment assessment of the Company's Parks is to be performed.</li> <li>The impairment testing of the Parks CGU requires significant judgements and estimates in assessing the recoverable value. The recoverable value is considered to be the higher of the Company's assessment of the Value in Use ("VIU") and the Fair Value less costs to sell ("FVLCD").</li> <li>There is a risk over the Company's assessment and measurement of impairment. The risk relates to uncertainties involved in forecasting of cash flows, including key assumptions such as future revenue, margins, overheads, growth rates and weighted average cost of capital for the purpose of determining VIU.</li> <li>In addition, the carrying value of capital work-in-progress towards proposed Chennai Project ("the Project") as at 31 March 2020 amounts ₹ 10,919 lakhs (including land ₹ 7,411 lakhs).</li> <li>The Company's initial plans to commence the Project construction by FY 2018 got delayed as tax exemptions from the Government of Tamil Nadu were awaited and recently again due to outbreak of Covid 19.</li> <li>The Company's management has obtained necessary approvals for construction. The management expect construction to restart in the last quarter of 2020 with a targeted completion by April 2022.</li> <li>Owing to the delay in the Project and uncertainty involved with respect to the timing of its restart, the carrying value of the Project requires to be assessed for recoverability.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Updated our understanding and evaluation of the controls around these risks.</li> <li>Evaluated the possibility and plan for resumption of operations by the management.</li> <li>Assessed the assumptions used in the cash flow projections including taking into account the adverse effects that could arise from the outbreak of Covid 19 pandemic.</li> <li>Assessed the historical accuracy of the Company's forecasts by comparing with the actual results.</li> <li>Performed sensitivity analysis to evaluate whether any foreseeable change in assumptions could lead to change in the VIU.</li> <li>Verified approval of the Board of Directors for the revised cost budgets of the Chennai Project.</li> <li>Tested the Project related expenditures with underlying documents to verify the existence and appropriateness of classification of such costs.</li> <li>Analyzed management's assessment of the continued feasibility of the Project. Inquired with the management on the stage of development of the Project and challenged the judgments used by them for expected probable economic benefits and associated expenditures.</li> </ul>
<p><b>Going concern assumption</b></p> <p><b>See note 2.2 and note 43 of the financial statements</b></p> <ul style="list-style-type: none"> <li>Due to the outbreak of Covid 19 pandemic, the Company's Amusement Parks ("the Parks") have been shut since second week of March 2020 and post balance sheet, till date.</li> <li>As a result, the evaluation of the Company's ability to continue as a Going concern and meeting its obligations to the stakeholders, creditors, employees and lenders needs to be assessed.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Discussed with the management and Those charged with Governance regarding the possibility and plan for resumption of operations and the Company's ability to meet its obligations in the interim period.</li> <li>Assessed sufficiency of the Company's resources/funds to meet its costs in the foreseeable future.</li> <li>We assessed the appropriateness and reasonableness of the cash flow forecasts for the foreseeable future taking into account the adverse effects that could arise from the outbreak of Covid 19 pandemic.</li> <li>Evaluated the mitigation measures taken by the Company's management and Those Charged with Governance. In particular, we evaluated measures of cost rationalization, managing the Company's liquidity position and maintaining the facilities for resumption after the lockdown is lifted.</li> </ul>

## Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act; and
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its financial statements - Refer Note 40 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts which there were any material foreseeable losses;
- iii. There were no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

*for* **B S R & Associates LLP**  
Chartered Accountants  
(Firm's Registration No. 116231W/W-100024)

**Vipin Lodha**  
Partner  
(Membership No. 076806)  
UDIN: 20076806AAAAAN9923

Place: Bengaluru  
Date: 26 May, 2020

## Annexure A to the Independent Auditors' Report on the financial statements of Wonderla Holidays Limited for the year ended 31 March 2020

The Annexure referred to in paragraph 1 in "Report on Other Legal and Regulatory Requirements" in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. According to the information and explanations given to us, we are of the opinion that there are no loans, secured or unsecured granted to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Accordingly paragraph 3 (iii) of the Order is not applicable.
- iv. According to the information and explanations given to us, we are of the opinion that there are no loans, investments, guarantees, and securities that have been granted by the Company and hence provisions of the section 185 and 186 of the Act are not applicable to the Company. Thus, paragraph 3(iv) of the order is not applicable.

- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- vi. According to the information and explanations given to us, the Central Government of India has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered/products sold by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, value added tax, service tax and duty of excise.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues which were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of goods and services tax, duty of customs, value added tax, and sales tax which have not been deposited with the appropriate authorities on account of any dispute. The following dues of income tax and value added tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues demanded	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	4.45 (4.45)*	AY 2005-06	Commissioner of Income Tax
Income Tax Act, 1961	Income tax	14.69 (14.69)*	AY 2006-07	Income Tax appellate Tribunal (ITAT)
Income Tax Act, 1961	Income tax	5.92 (5.92)*	AY 2007-08	Commissioner of Income Tax
Income Tax Act, 1961	Income tax	58.28 (9.59)*	AY 2016-17	Commissioner of Income Tax (CIT) (Appeals)
Income Tax Act, 1961	Income tax	19.08	AY 2017-18	Commissioner of Income Tax (CIT) (Appeals)
Income Tax Act, 1961	Income tax	64.79	AY 2018-19	Commissioner of Income Tax (CIT) (Appeals)
Telangana VAT Act, 2005	Value added tax	57.08 (5.77)*	1 April 2014 to 30 June 2017	Additional Commissioner of Commercial Taxes, Hyderabad

\*The amount in bracket represents the amount paid under protest.

- viii. In our opinion and according to the explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks. The Company did not have any loans or borrowings from any financial institution, government or any dues to debenture holders during the year.
- ix. In our opinion and according to the explanations given to us, the Company has applied the term loans for the purpose for which the loans were obtained. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on the our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

*for* **B S R & Associates LLP**  
Chartered Accountants  
(Firm's Registration No. 116231W/W-100024)

**Vipin Lodha**  
Partner

Place: Bengaluru  
Date: 26 May, 2020

(Membership No. 076806)  
UDIN: 20076806AAAAAN9923

## Annexure B to the Independent Auditors' report on the financial statements of Wonderla Holidays Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

We have audited the internal financial controls with reference to financial statements of Wonderla Holidays Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference

to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for **B S R & Associates LLP**  
Chartered Accountants  
(Firm's Registration No. 116231W/W-100024)

**Vipin Lodha**  
Partner

Place: Bengaluru  
Date: 26 May, 2020

(Membership No. 076806)  
UDIN: 20076806AAAAAN9923

# Balance Sheet

	Note	Amount in ₹ Lakhs	
		As at 31 March 2020	As at 31 March 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3A	77,677.04	79,813.92
Capital work-in-progress	3B	3,581.75	3,346.46
Intangible assets	3C	215.16	318.85
Intangible assets under development		9.59	16.76
Right to use assets	38	603.65	-
<b>Financial assets</b>			
Loans	4	265.84	270.00
Other financial assets	5	5.60	5.57
Income tax assets (net)	6	232.37	127.56
Other non-current assets	7	518.62	522.60
		<b>83,109.62</b>	<b>84,421.72</b>
<b>Current assets</b>			
Inventories	8	696.06	623.61
<b>Financial assets</b>			
Investments	9	7,004.36	5,008.61
Trade receivables	10	37.97	147.90
Cash and cash equivalents	11	377.41	278.93
Other balances with banks	12	5,000.76	4,000.75
Loans	13	68.37	63.59
Other financial assets	14	155.45	36.85
Other current assets	15	1,661.93	2,848.72
		<b>15,002.31</b>	<b>13,008.96</b>
		<b>98,111.93</b>	<b>97,430.68</b>
<b>TOTAL ASSETS</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	16	5,651.89	5,650.89
Other equity		80,241.30	76,201.68
		<b>85,893.19</b>	<b>81,852.57</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Lease liability	38	394.11	-
Provisions	17	264.07	139.99
Deferred tax liabilities (net)	18	8,131.07	6,987.26
		<b>8,789.25</b>	<b>7,127.25</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	19	-	98.66
Lease liability	38	222.60	-
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	20	30.78	43.69
Total outstanding dues of creditors other than micro enterprises and small enterprises		890.80	1,245.71
Other financial liabilities	21	691.03	812.97
Other current liabilities	22	207.94	323.65
Provisions	23	1,320.75	5,849.00
Income tax liabilities (net)	24	65.59	77.18
		<b>3,429.49</b>	<b>8,450.86</b>
		<b>12,218.74</b>	<b>15,578.11</b>
		<b>98,111.93</b>	<b>97,430.68</b>
<b>TOTAL LIABILITIES</b>			
<b>TOTAL EQUITY AND LIABILITIES</b>			
Corporate overview	1		
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm registration No.: 116231W/W-100024

**Vipin Lodha**

Partner

Membership No.: 076806

Place: Bengaluru  
Date: 26 May, 2020

For and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**George Joseph**  
Joint Managing Director  
DIN: 00253754

**Satheesh Seshadri**  
Chief Financial Officer

Place: Bengaluru  
Date: 26 May, 2020

**Ramachandran M**  
Chairman  
DIN: 07972813

**Srinivasulu Raju Y**  
Company Secretary

# Statement of Profit and Loss

Amount in ₹ Lakhs

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue from operations	25	27,087.14	28,204.19
Other income	26	1,200.86	961.51
<b>Total income</b>		<b>28,288.00</b>	<b>29,165.70</b>
<b>Expenses</b>			
Cost of materials consumed	27	1,313.81	1,307.06
Purchase of stock-in-trade	28	1,585.93	1,662.06
Changes in stock-in-trade	29	(35.95)	25.63
Employee benefits expense	30	4,041.10	3,810.69
Finance costs	31	67.55	40.63
Depreciation and amortization expense	3A, 3C & 38	4,177.02	3,951.22
Other expenses	32	9,771.62	9,964.57
<b>Total expenses</b>		<b>20,921.08</b>	<b>20,761.86</b>
<b>Profit before exceptional items and tax</b>		<b>7,366.92</b>	<b>8,403.84</b>
Exceptional items	44	1,891.93	-
<b>Profit before tax</b>		<b>9,258.85</b>	<b>8,403.84</b>
<b>Tax expense</b>	18		
Current tax		1,596.86	2,966.47
Current tax pertaining to earlier years		22.81	30.00
Deferred tax charge / (credit)		1,160.78	(134.04)
<b>Total tax expense</b>		<b>2,780.45</b>	<b>2,862.43</b>
<b>Profit for the year</b>		<b>6,478.40</b>	<b>5,541.41</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		(67.41)	26.86
Income tax on items that will not be reclassified to profit or loss		16.97	(9.38)
<b>Other comprehensive (loss) / income for the year, net of tax</b>		<b>(50.44)</b>	<b>17.48</b>
<b>Total comprehensive income for the year</b>		<b>6,427.96</b>	<b>5,558.89</b>
<b>Earnings per equity share (face value per share ₹ 10 each)</b>			
Basic	39	11.46	9.81
Diluted	39	11.45	9.80
Corporate overview	1		
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm registration No.: 116231W/W-100024

**Vipin Lodha**

Partner

Membership No.: 076806

Place: Bengaluru

Date: 26 May, 2020

For and on behalf of the Board of Directors of

**Wonderla Holidays Limited**

**George Joseph**

Joint Managing Director

DIN: 00253754

**Satheesh Seshadri**

Chief Financial Officer

Place: Bengaluru

Date: 26 May, 2020

**Ramachandran M**

Chairman

DIN: 07972813

**Srinivasulu Raju Y**

Company Secretary

# Statement of Changes in Equity

## A Equity share capital

Amounts in ₹ Lakhs

<b>Balance as at 1 April 2018</b>	<b>5,650.07</b>
Changes in equity share capital	0.82
<b>Balance as at 31 March 2019</b>	<b>5,650.89</b>
Changes in equity share capital	1.00
<b>Balance as at 31 March 2020</b>	<b>5,651.89</b>

## B Other equity

Amounts in ₹ Lakhs

	Reserves and surplus				Other comprehensive income	Total
	Securities premium	Share based payment reserve	General reserve	Retained earnings		
<b>Balance as on 1 April 2018</b>	<b>15,849.84</b>	<b>43.25</b>	<b>3,009.68</b>	<b>52,690.88</b>	<b>17.95</b>	<b>71,611.60</b>
Profit for the year	-	-	-	5,541.41	-	5,541.41
Other comprehensive income (net of tax)	-	-	-	-	17.48	17.48
Dividends	-	-	-	(847.51)	-	(847.51)
Dividend distribution tax	-	-	-	(179.95)	-	(179.95)
Share based payments to employees	-	49.86	-	-	-	49.86
Transfer to securities premium reserve	30.30	(21.51)	-	-	-	8.79
Transfer to general reserve	-	-	554.14	(554.14)	-	-
<b>Balance as on 31 March 2019</b>	<b>15,880.14</b>	<b>71.60</b>	<b>3,563.82</b>	<b>56,650.69</b>	<b>35.43</b>	<b>76,201.68</b>
Profit for the year	-	-	-	6,478.40	-	6,478.40
Other comprehensive income (net of tax)	-	-	-	-	(50.44)	(50.44)
Dividends	-	-	-	(2,034.67)	-	(2,034.67)
Dividend distribution tax	-	-	-	(418.23)	-	(418.23)
Share based payments to employees	-	61.00	-	-	-	61.00
Transfer to securities premium reserve	36.33	(32.77)	-	-	-	3.56
Transfer to general reserve	-	-	647.84	(647.84)	-	-
<b>Balance as on 31 March 2020</b>	<b>15,916.47</b>	<b>99.83</b>	<b>4,211.66</b>	<b>60,028.35</b>	<b>(15.01)</b>	<b>80,241.30</b>

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm registration No.: 116231W/W-100024

**Vipin Lodha**

Partner

Membership No.: 076806

Place: Bengaluru

Date: 26 May, 2020

For and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**George Joseph**

Joint Managing Director

DIN: 00253754

**Satheesh Seshadri**

Chief Financial Officer

Place: Bengaluru

Date: 26 May, 2020

**Ramchandran M**

Chairman

DIN: 07972813

**Srinivasulu Raju Y**

Company Secretary

# Statement of Cash Flows

Amount in ₹ Lakhs

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Cash flows from operating activities</b>			
<b>Profit before tax</b>		<b>9,258.85</b>	<b>8,403.84</b>
<b>Adjustments:</b>			
Finance costs	31	67.55	40.63
Depreciation and amortisation	3A, 3C & 38	4,177.02	3,951.22
Interest income		(224.13)	(162.97)
Employee stock option expense		61.00	49.86
(Profit) / loss on sale of property, plant and equipment		(2.17)	2.32
Property, plant and equipment written - off		26.27	28.95
Dividend income from mutual funds		-	(4.11)
Gain from investment in mutual funds		(623.13)	(425.64)
Profit on sale of investment		-	(12.03)
<b>Operating cash flows before working capital changes</b>		<b>12,741.26</b>	<b>11,872.07</b>
<b>Changes in operating assets and liabilities</b>			
Loans		(0.61)	(43.78)
Other financial assets		0.42	(6.02)
Other assets		1,218.24	(102.49)
Inventories		(72.45)	89.08
Trade receivables		109.93	(30.81)
Provisions		(4,471.58)	471.28
Trade payables		(367.82)	198.25
Other financial liabilities		(33.75)	79.92
Other current liabilities		(115.71)	63.56
<b>Cash generated from operating activities</b>		<b>9,007.93</b>	<b>12,591.06</b>
Income taxes paid		(1,736.07)	(3,522.00)
<b>Net cash generated from operating activities (A)</b>		<b>7,271.86</b>	<b>9,069.06</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment, capital work in progress and intangible assets		(2,106.87)	(2,759.48)
Proceeds from sale of property, plant and equipment		11.64	15.62
Investment in mutual funds		(23,635.01)	(20,284.58)
Proceeds from sale of investment in mutual funds		22,262.39	16,929.25
Other balances with banks		(1,000.01)	(3,954.16)
Interest received		105.08	157.08
Dividend received on investment in mutual funds		-	4.11
<b>Net cash used in investing activities (B)</b>		<b>(4,362.78)</b>	<b>(9,892.16)</b>

## Statement of Cash Flows (contd.)

		<i>Amount in ₹ Lakhs</i>	
	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		-	98.66
Repayment of borrowings		(98.66)	(377.58)
Repayment of lease liabilities		(196.04)	-
Interest paid		(67.55)	(40.63)
Proceeds from issue of equity share capital		4.55	9.60
Dividend and dividend distribution tax paid		(2,452.90)	(1,027.46)
<b>Net cash used in financing activities (C)</b>		<b>(2,810.60)</b>	<b>(1,337.41)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>		<b>98.48</b>	<b>(2,160.51)</b>
Cash and cash equivalents at the beginning of the year	11	278.93	2,439.44
Cash and cash equivalents at the end of the year	11	377.41	278.93
Corporate overview	1		
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm registration No.: 116231W/W-100024

For and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**George Joseph**

Joint Managing Director  
DIN: 00253754

**Satheesh Seshadri**

Chief Financial Officer

**Ramachandran M**

Chairman  
DIN: 07972813

**Srinivasulu Raju Y**

Company Secretary

**Vipin Lodha**

Partner

Membership No.: 076806

Place: Bengaluru

Date: 26 May, 2020

Place: Bengaluru

Date: 26 May, 2020

# Notes to the Financial Statements

## 1 The corporate overview

Wonderla Holidays Limited ('the Company') was incorporated in the year 2002 with the Registered Office at Bangalore and is engaged in the business of amusement parks and resorts. In the year 2005, the Company started its first amusement park at Bangalore. In the year 2008, pursuant to a scheme of amalgamation, Veega Holidays and Parks Private Limited, an entity under common control, which was running an amusement park at Kochi since April 2000, merged with the Company. The Park at Hyderabad was commissioned in 2016. On 9 May 2014, the Company listed its shares on Bombay Stock Exchange and National Stock Exchange. Overall, the Company operates three Amusement Parks along with a Resort at Bangalore Park ("the Parks").

## 2 Significant accounting policies

### 2.1 Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

### 2.2 Basis of preparation

These financial statements have been prepared under the historical cost convention on the accrual basis, except for certain financial instruments and gratuity benefits which are measured at fair values, as per the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended 31 March 2020 are approved by the Company's Board of Directors on 26 May 2020.

These Financial Statements have been prepared on going concern assumption. (Refer note 43)

### 2.3 Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the

date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### 2.4 Critical accounting estimates

#### 2.4.1 Provision for income taxes and deferred tax assets

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

#### 2.4.2 Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### 2.4.3 Employee benefits

The liabilities with regard to the Gratuity Plan are determined by actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity

# Notes to the Financial Statements

increases are based on expected future inflation rate and past trends. (Refer note 2.16).

## 2.4.4 Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events, and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Company uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

## 2.4.5 Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

## 2.5 Revenue recognition

The Company generates revenue from providing amusement park service, resorts and others. Amusement park revenue includes ticket revenue, sale of merchandise and cooked food. Revenue from resorts include mainly room revenue, cooked food and sale of beverages.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue is measured at the fair value of the consideration received or receivable. Amounts included in revenue are net of returns, trade allowances, rebates and indirect taxes.

The revenue recognition policy followed by the Company is:

- Entry charges are recognized at the time when entry tickets are issued to visitors for entry into the park.
- Income from rooms, restaurants and other services comprise room rentals, sale of food and beverages and other allied services relating to resort operations. Revenue is recognized upon rendering of the service.
- Sale of traded items are recognized when the control is transferred to the customers. Sales are recorded net of discounts and goods and service tax.
- Lease income represents share of revenue from shops and restaurants, which is recognized as per the terms of the agreement with the respective operators.
- Dividend is recognized when declared and interest income is recognized on time proportion basis taking into account the amount outstanding and applicable rate of interest.
- Other income is recognized on accrual basis except when there are significant uncertainties.

## 2.6 Property, plant and equipment

### 2.6.1 Initial recognition

Items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under 'Other non-current assets'.

# Notes to the Financial Statements

## 2.6.2 Subsequent cost

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

## 2.6.3 Disposals

An item of property, plant and equipment is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/ expenses in the statement of profit and loss.

## 2.6.4 Depreciation

Depreciation on property, plant and equipment is provided using the straight-line method over the estimated useful life of each asset as determined by the management. Depreciation for assets purchased / sold during the year is proportionately charged. Depreciation is charged with reference to the estimated useful life of fixed assets prescribed in Schedule II to the Companies Act, 2013, which is taken as the minimum estimated useful life of the asset. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

Freehold land is not depreciated.

Individual assets costing less than ₹ 5,000 are depreciated in full in the year of purchase / installation.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Useful life
Buildings	3-58 years
Plant and equipment	3-15 years
Furniture and fixtures	3-10 years
Vehicles	6-10 years
Gardening and landscaping	5 years
Electrical equipment	2-15 years
Restaurant equipment	8-15 years
Office equipment	3-10 years

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

## 2.6.5 Capital work-in-progress

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital-work-in progress is carried at cost, comprising direct cost, related incidental cost and attributable interest.

## 2.7 Intangible assets

### 2.7.1 Initial recognition

Intangible asset is recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Intangible assets acquired by the Company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

### 2.7.2 Subsequent measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

### 2.7.3 Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for current and comparative periods are as follows:

Asset	Useful life
Technical know-how	10 years
Film rights	2 years
Computer software	3 years

# Notes to the Financial Statements

## 2.8 Financial instruments

### 2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### 2.8.2 Subsequent measurement

#### 2.8.2.1 Non-derivative financial instruments

##### (a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (b) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.

##### (d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### 2.8.2.2 Share capital

##### Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares

and share options are recognized as a deduction from equity, net of any tax effects.

### 2.8.3 Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires. The Company derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, as new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

## 2.9 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For all other financial instruments, the carrying amounts approximate fair value due to the short maturity of those instruments.

## 2.10 Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

# Notes to the Financial Statements

Impairment losses are recognised in the statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 2.11 Inventories

Raw materials, stock-in-trade, stores and spares and others are valued at lower of cost and net realisable value. Cost of raw materials, stock-in-trade, stores and spares and others comprises cost of purchases. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

Cost of stock-in-trade is ascertained using the FIFO method.

Cost of raw materials and stores and others are ascertained on weighted average basis.

## 2.12 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

### Onerous contracts

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

## 2.13 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to

the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## 2.14 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, short-term deposits with an original maturity of three months or less and bank overdraft that are repayable on demand, which are subject to an insignificant risk of changes in value.

## 2.15 Foreign currency transactions and balances

Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the close of the reporting period are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

## 2.16 Employee benefits

### 2.16.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

# Notes to the Financial Statements

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized as other comprehensive income. The effects of any plan amendments are recognized in net profits in the statement of profit and loss.

## 2.16.2 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

## 2.16.3 Provident fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related services.

## 2.16.4 Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

## 2.17 Share-based payments

The Company recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each

separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

The employees of the Company are eligible to the Stock options awards granted by the Company. The Company accounts for these Stock Options using the fair value method in accordance with the IND AS 102.

## 2.18 Leases

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

With effect from 1 April 2019, the Company has adopted Ind AS 116, "Leases" using modified retrospective approach, under which the lease liability on initial adoption adjusted for the accrued liability on initial application is considered as 'Right to use asset' as per the option available in Ind AS 116. Accordingly, the Company has recognised a Right to use asset with a corresponding lease liability and the differential having been adjusted with the balances of prepaid rent and provision for rent existing as at 1 April 2019. The Company has not restated the comparative information. Lessor accounting remains similar to the accounting under the previous standard i.e. lessor continues to classify leases as finance or operating lease.

Lease payments associated with short-terms leases and leases in respect of low value assets are charged off as expenses on straight-line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property and equipment. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as lease liability. The Company discounted lease payments using the applicable incremental borrowing rate as at 1 April 2019 for meeting the lease liability. Subsequent measurement, if any, is made using cost model.

# Notes to the Financial Statements

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

## 2.19 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

## 2.20 Income tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or

substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will be realised.

## 2.21 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/ loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## 2.22 Segment reporting

Based on the "management approach" as defined in Ind AS 108, Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments viz. amusement parks & resort and others.

# Notes to the Financial Statements

## 3A Property, plant and equipment

Particulars	Amounts in ₹ Lakhs									
	Land*	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Gardening and landscaping	Electrical equipment	Restaurant equipment	Office equipment	Total
Gross carrying amount as at 1 April 2018	50,951.17	14,858.55	30,194.59	1,198.47	908.14	21.32	3,937.65	529.09	563.74	1,03,162.72
Additions	-	295.38	130.40	25.00	99.06	-	112.94	22.62	62.95	748.35
Disposals	-	(3.94)	(259.89)	(15.19)	(20.95)	-	(40.96)	(0.32)	(59.22)	(400.47)
Gross carrying amount as at 31 March 2019	50,951.17	15,149.99	30,065.10	1,208.28	986.25	21.32	4,009.63	551.39	567.47	1,03,510.60
Gross carrying amount as at 1 April 2019	50,951.17	15,149.99	30,065.10	1,208.28	986.25	21.32	4,009.63	551.39	567.47	1,03,510.60
Additions	-	202.30	1,134.29	81.40	45.36	11.63	98.97	9.48	81.26	1,664.69
Disposals	-	(0.33)	(201.83)	(7.28)	(32.99)	-	(33.68)	(3.93)	(20.58)	(300.62)
Gross carrying amount as at 31 March 2020	50,951.17	15,351.96	30,997.56	1,282.40	998.62	32.95	4,074.92	556.94	628.15	1,04,874.67
Accumulated depreciation as at 1 April 2018	-	3,901.56	13,054.51	705.35	450.65	21.32	1,618.09	194.88	401.98	20,348.34
Depreciation	-	844.96	2,195.63	76.21	175.30	-	288.35	34.06	87.41	3,701.92
On disposals	-	(3.54)	(234.04)	(13.49)	(15.42)	-	(31.10)	(0.27)	(55.72)	(353.58)
Accumulated depreciation as at 31 March 2019	-	4,742.98	15,016.10	768.07	610.53	21.32	1,875.34	228.67	433.67	23,696.68
Accumulated depreciation as at 1 April 2019	-	4,742.98	15,016.10	768.07	610.53	21.32	1,875.34	228.67	433.67	23,696.68
Depreciation	-	840.77	2,258.91	83.51	175.27	0.78	296.49	33.37	76.72	3,765.82
On disposals	-	(0.33)	(174.81)	(7.08)	(30.02)	-	(30.09)	(3.10)	(19.44)	(264.87)
Accumulated depreciation as at 31 March 2020	-	5,583.42	17,100.20	844.50	755.78	22.10	2,141.74	258.94	490.95	27,197.63
Carrying amount as at 31 March 2019	50,951.17	10,407.01	15,049.00	440.21	375.72	-	2,134.29	322.72	133.80	79,813.92
Carrying amount as at 31 March 2020	50,951.17	9,768.54	13,897.36	437.90	242.84	10.85	1,933.18	298.00	137.20	77,677.04

\*Refer note 19.1

Owing to the ongoing Covid 19 Pandemic and the resultant lockdown of the Company's Amusement Parks ("the Parks") effective second week of March 2020 and post balance sheet till date, the management has tested its Parks for impairment as at 31 March 2020. Each of the Parks has been considered as a separate Cash Generating Unit ("CGU"). The recoverable value, which was determined by Value-In-Use Method was higher as compared to the carrying value of each of the Parks and accordingly no impairment was recorded as at 31 March 2020.

The approach and key assumptions used to determine the CGU's VIU were as follows:

Growth rate applied beyond approved forecast period	4%
Discount rate	14.45%

The Company has undertaken the impairment with reference to the latest cash flow forecasts of next six years and applying a growth rate beyond approved forecast period. The growth rates used in the value in use calculation reflect those inherent within the Company's budgets, which is primarily a function of the Company's cycle plan assumptions, past performance, and management expectations of future market developments through to 2025-26. Specifically, the Company has considered the potential impacts of the outcomes arising from the outbreak of the Pandemic on the Amusement Parks business.

The cash flows for the year 2025-26 are extrapolated into perpetuity assuming a growth rate stated as above and discounted by applying the weighted average cost of capital of 14.45%.

# Notes to the Financial Statements

## 3B Capital work in progress

CWIP movement during the year is as follows :-

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Opening balance	3,346.46	1,548.56
Additions during the year	1,296.91	2,126.47
Capitalized during the year	(1,061.62)	(328.57)
<b>Closing balance</b>	<b>3,581.75</b>	<b>3,346.46</b>

Included in Capital work in progress and Property, plant and equipment, is an amount of ₹ 10,919 Lakhs (including land ₹ 7,411 Lakhs capitalised under property, plant and equipment) spent towards development of an Amusement Park (“the Chennai Project”) (“the Chennai Park”) in Chennai, Tamil Nadu. The Company had initial plans to complete the Chennai Project by the financial year ended March 2020. However, pending an approval from the Government of Tamil Nadu towards exemption of local body tax/ Entertainment tax on entry fees to Amusement park (“the approval”) which was not received until October 2019, the Company had not progressed with the construction of the Chennai Park till 31 December 2019. Due to the shut down caused by on going Covid-19 Pandemic, the Chennai project construction has not progressed even after December 2019.

The total budgeted cost of the Chennai Project is ₹ 33,024 Lakhs. Construction work on the Chennai project is scheduled to restart around October 2020 with targeted completion within 18 months thereafter i.e. around April 2022. Key approvals required from the Government authorities for the Chennai Project are in place. The aforementioned approval received from Tamil Nadu Government towards exemption of Entertainment tax pertained to a period of five years from 1 November 2019 till 31 October 2024. However, since the Chennai Project has not progressed even after December 2019, the Company obtained a further extension of this exemption with the Government of Tamil Nadu to cover a period of 5 years from the date of commencement of commercial operations or 30 September 2021, whichever is earlier. The Chennai Project will be largely funded from the Company’s existing funds available and cash generated from its operations over a period of 18-20 months after commencement of construction and borrowings as necessary. The Company’s Board monitors the developments on Chennai Project on a regular basis and has approved the updated cash flow projections of the Chennai Project during its meeting in January 2020.

Based on the aforementioned factors and current status, the Company’s Board of Directors believes that the carrying value of the Chennai Project is fairly stated.

## 3C Intangible assets

Particulars	Amounts in ₹ Lakhs			
	Technical know-how	Film rights	Computer software	Total
<b>Gross carrying amount as at 1 April 2018</b>	<b>140.54</b>	<b>393.54</b>	<b>437.52</b>	<b>971.60</b>
Additions	-	11.41	3.11	14.52
Disposals	-	-	-	-
<b>Gross carrying amount as at 31 March 2019</b>	<b>140.54</b>	<b>404.95</b>	<b>440.63</b>	<b>986.12</b>
<b>Gross carrying amount as at 1 April 2019</b>	<b>140.54</b>	<b>404.95</b>	<b>440.63</b>	<b>986.12</b>
Additions	-	73.75	24.66	98.41
Disposals	(9.52)	(11.50)	-	(21.02)
<b>Gross carrying amount as at 31 March 2020</b>	<b>131.02</b>	<b>467.20</b>	<b>465.29</b>	<b>1,063.51</b>
<b>Accumulated depreciation as at 1 April 2018</b>	<b>140.54</b>	<b>114.62</b>	<b>162.81</b>	<b>417.97</b>
Amortisation	-	85.80	163.50	249.30
On disposals	-	-	-	-
<b>Accumulated depreciation as at 31 March 2019</b>	<b>140.54</b>	<b>200.42</b>	<b>326.31</b>	<b>667.27</b>
<b>Accumulated depreciation as at 1 April 2019</b>	<b>140.54</b>	<b>200.42</b>	<b>326.31</b>	<b>667.27</b>
Amortisation	-	134.20	67.90	202.10
On disposals	9.52	11.50	-	21.02
<b>Accumulated depreciation as at 31 March 2020</b>	<b>131.02</b>	<b>323.12</b>	<b>394.21</b>	<b>848.35</b>
<b>Carrying amount as at 31 March 2019</b>	<b>-</b>	<b>204.53</b>	<b>114.32</b>	<b>318.85</b>
<b>Carrying amount as at 31 March 2020</b>	<b>-</b>	<b>144.08</b>	<b>71.08</b>	<b>215.16</b>

# Notes to the Financial Statements

## 4 Loans

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
Security deposits	251.30	250.00
Loan to employees	14.54	20.00
	<b>265.84</b>	<b>270.00</b>

## 5 Other financial assets

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
Bank deposits (due to mature after 12 months from the reporting date) (Refer note 5.1)	5.60	5.57
	<b>5.60</b>	<b>5.57</b>

5.1 Bank deposit of ₹ 5.60 Lakhs is held as lien towards guarantee for Kerala State Electricity Board deposit.

## 6 Income tax assets (net)

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Advance income tax (net of provision ₹ 12,693.27 Lakhs, 31 March 2019: ₹ 11,044.60 Lakhs)	232.37	127.56
	<b>232.37</b>	<b>127.56</b>

## 7 Other non-current assets

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
Capital advances	518.62	491.15
Prepaid expenses	-	31.45
	<b>518.62</b>	<b>522.60</b>
<i>Unsecured, considered doubtful</i>		
Capital advances (refer note 42)	98.88	98.88
Less: Provision for doubtful advances	(98.88)	(98.88)
	<b>518.62</b>	<b>522.60</b>

## 8 Inventories

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Raw materials	42.31	40.82
Stock-in-trade	181.08	145.13
Stores and spares	462.69	429.83
Others - fuel	9.98	7.83
	<b>696.06</b>	<b>623.61</b>

# Notes to the Financial Statements

## 9 Investments

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<b>Current investments - at fair value</b>		
<b>Quoted</b>		
<b>Investment in mutual funds</b>		
Liquid mutual funds (refer note 9.1)	7,004.36	5,008.61
	<b>7,004.36</b>	<b>5,008.61</b>

### 9.1 Details of Investment held in liquid mutual fund units (quoted, at fair value)

Particulars	Amounts in ₹ Lakhs			
	As at 31 March 2020		As at 31 March 2019	
	Units	Amount in ₹ Lakhs	Units	Amount in ₹ Lakhs
Axis Liquid Fund	45,603.16	1,000.62	-	-
Reliance Liquid Fund - Treasury Plan	-	-	26,479.80	1,201.97
SBI Premier Liquid Fund	48,269.48	1,500.71	34,209.69	1,001.85
ICICI Prudential Liquid Fund	5,10,926.07	1,501.01	3,62,371.49	1,001.66
UTI Liquid Cash Plan	46,158.79	1,500.83	32,732.13	1,001.85
HDFC Liquid Fund	38,426.98	1,501.19	21,784.14	801.28
<b>Total</b>	<b>6,89,384.48</b>	<b>7,004.36</b>	<b>4,77,577.25</b>	<b>5,008.61</b>

## 10 Trade receivables

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Unsecured, considered good	37.97	147.90
	<b>37.97</b>	<b>147.90</b>

## 11 Cash and cash equivalents

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Cash in hand	20.66	86.34
Balances with banks		
- In current accounts*	356.75	192.59
	<b>377.41</b>	<b>278.93</b>

\*Balances with bank in unpaid dividend accounts

## 12 Other balances with banks

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
In deposit accounts with banks with maturity after 3 months and before 12 months of the reporting date (Refer note 12.1)**	5,000.76	4,000.75
	<b>5,000.76</b>	<b>4,000.75</b>
**Deposit account with maturity after 3 months and before 12 months of the reporting date	5,000.76	4,000.75
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets'	5.60	5.57

## Notes to the Financial Statements

**12.1** Includes bank deposits of ₹ 0.75 Lakhs (Previous year : ₹ 0.75 Lakhs) held as lien towards guarantee for Kerala State Electricity Board deposit.

**Note:**

(i) Information about the Company's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in note 33.

### 13 Loans

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
- Loan to employees	68.37	63.59
	<b>68.37</b>	<b>63.59</b>

### 14 Other financial assets

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
Interest accrued on term deposits	155.45	36.40
Employee PF recoverable	-	0.45
	<b>155.45</b>	<b>36.85</b>

### 15 Other current assets

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<i>Unsecured, considered good</i>		
Travel advances to employees	4.81	0.42
Advance for supply of goods and services	475.83	244.05
Prepaid expenses	72.33	106.61
Tax credit pending utilisation	1,059.81	944.62
Sales tax - advance	49.15	43.38
Service tax pre-deposit under protest (refer note 40)	-	1,509.64
	<b>1,661.93</b>	<b>2,848.72</b>

### 16 Share capital

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<b>Authorised</b>		
<b>Equity shares</b>		
60,000,000 (31 March 2019: 60,000,000) equity shares of Rs 10 each	6,000.00	6,000.00
	<b>6,000.00</b>	<b>6,000.00</b>
<b>Issued subscribed and fully paid up</b>		
<b>Equity shares</b>		
56,518,926 (31 March 2019: 56,508,850) equity shares of Rs 10 each fully paid-up	5,651.89	5,650.89
	<b>5,651.89</b>	<b>5,650.89</b>

# Notes to the Financial Statements

## 16.1 Reconciliation of the number of shares outstanding at 31 March 2020 and 31 March 2019 is as under:

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Equity shares outstanding at the beginning of the year	5,65,08,850	5,65,00,670
Shares issued in pursuance to Employee Stock Option Scheme (ESOS)	10,076	8,180
Equity shares outstanding at the end of the year	5,65,18,926	5,65,08,850

## 16.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all the equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all dues to preferential creditors, in proportion to the number of equity shares held by them.

## 16.3 Shares held by holding / ultimate holding Company and / by their subsidiaries / associates

The Company does not have a holding company, subsidiaries or associates.

## 16.4 Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	Amounts in ₹ Lakhs			
	As at 31 March 2020		As at 31 March 2019	
	No. of shares (in Lakhs)	% holding	No. of shares (in Lakhs)	% holding
Mr Kochouseph Chittilappilly	149.12	26.38%	147.84	26.16%
Mrs Sheila Kochouseph Chittilappilly	122.14	21.61%	59.44	10.52%
Mr Arun K Chittilappilly	41.48	7.34%	41.48	7.34%
Mr Mithun K Chittilappilly	-	-	62.70	11.10%

## 16.5 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

During the period of five years ended 31 March 2020

No shares have been issued as bonus shares.

No shares have been bought back.

No shares have been issued for consideration other than cash.

## 16.6 Employee Stock Option Plan (ESOP):

The Board in their meeting held on 15 May 2019, approved grant of options under Employee Stock Option Scheme, 2016 (ESOS 2016). 21,400 stock options exercisable at a price of ₹ 10 each with a vesting period of 4 years in equal proportion from the date of respective grant. Unvested / Unexercised awards are forfeited upon termination of employment of the Company.

# Notes to the Financial Statements

The activity in the Plan during the year ended 31 March 2020 is set out below:

Particulars	Year ended 31 March, 2020 Exercisable under ₹ 281		Year ended 31 March, 2020 Exercisable under ₹ 10		Year ended 31 March, 2019 Exercisable under ₹ 281		Year ended 31 March, 2019 Exercisable under ₹ 10	
	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price
<b>2016 Plan</b>								
Outstanding at the beginning of the year	11,819	281	31,811	10	20,018	281	19,750	10
Granted during the year	-	-	21,400	10	-	-	20,000	10
Forfeited and expired	-	-	1,600	10	4,958	281	3,000	10
Exercised	1,313	281	8,763	10	3,241	281	4,939	10
<b>Outstanding at the end of the year</b>	<b>10,506</b>	<b>281</b>	<b>42,848</b>	<b>10</b>	<b>11,819</b>	<b>281</b>	<b>31,811</b>	<b>10</b>
Exercisable at the end of the year	-	-	-	-	-	-	-	-

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton option model with the following assumptions:

(For options with exercise price of ₹ 10) Tranch 2017

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	24-May-17	24-May-17	24-May-17	24-May-17
Share price at grant date (₹)	374.35	374.35	374.35	374.35
Exercise price (₹)	10	10	10	10
Expected volatility (%)	22.01	26.35	32.02	32.53
Expected dividends (%)	0.55	0.55	0.55	0.55
Risk-free interest rate (%)	6.48	6.56	6.68	6.51
Fair value of option as at grant date (₹)	362.92	361.48	360.04	358.50

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

(For options with exercise price of ₹ 281) Tranch 2017

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	24-May-17	24-May-17	24-May-17	24-May-17
Share price at grant date (₹)	374.35	374.35	374.35	374.35
Exercise price (₹)	281	281	281	281
Expected volatility (%)	22.01	26.35	32.02	32.53
Expected dividends (%)	0.55	0.55	0.55	0.55
Risk-free interest rate (%)	6.48	6.56	6.68	6.51
Fair value of option as at grant date (₹)	110.62	131.55	155.61	170.67

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton option model with the following assumptions: (For options with exercise price of ₹ 10) Tranch 2018

# Notes to the Financial Statements

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	26-May-18	26-May-18	26-May-18	26-May-18
Share price at grant date (₹)	357.70	357.70	357.70	357.70
Exercise price (₹)	10	10	10	10
Expected volatility (%)	22.22	22.16	25.13	29.95
Expected dividends (%)	0.47	0.47	0.47	0.47
Risk-free interest rate (%)	7.08	7.51	7.66	7.78
Fair value of option as at grant date (₹)	346.72	345.78	344.79	343.77

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton option model with the following assumptions: (For options with exercise price of ₹ 10) Tranch 2019

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	15-May-19	15-May-19	15-May-19	15-May-19
Share price at grant date (₹)	301.68	301.68	301.68	301.68
Exercise price (₹)	10	10	10	10
Expected volatility (%)	22.91	21.12	20.76	22.53
Expected dividends (%)	0.50	0.50	0.50	0.50
Risk-free interest rate (%)	6.61	6.80	6.95	7.20
Fair value of option as at grant date (₹)	290.82	289.97	289.10	288.24

During the year ended 31 March 2020, the Company recorded an employee stock compensation expense of ₹ 61 Lakhs (previous year ₹ 49.86 Lakhs) in the statement of profit and loss.

## 17 Provisions

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
- Gratuity (refer note 35)	264.07	139.99
	<b>264.07</b>	<b>139.99</b>

## 18 Deferred Tax

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<b>Temporary differences attributable to:</b>		
<b>Deferred tax liabilities</b>		
Property, plant and equipment	577.10	850.77
Fair valuation of freehold land	7,934.20	8,142.01
Others	-	19.81
	<b>8,511.30</b>	<b>9,012.59</b>
<b>Deferred tax assets</b>		
Provision for compensated absences	72.53	83.34
Provision for gratuity	49.50	48.92
Provision for disputed taxes	238.78	1,893.07
Others	19.42	-
	<b>380.23</b>	<b>2,025.33</b>
Net deferred tax liability recognised on the balance sheet	<b>8,131.07</b>	<b>6,987.26</b>

## Notes to the Financial Statements

The tax impact for the above purpose has been arrived at by applying the tax rate 22.88% for fair value of freehold land and 25.17% for others being the prevailing tax rates for domestic companies under Income Tax Act, 1961.

A reconciliation of the tax expense to the amount computed by applying the current income tax rate to the profit before tax is summarized below:

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before income tax	7,366.92	8,403.84
Tax using the Company's domestic tax rate	1,854.25	2,936.64
Effect of :		
Corporate social responsibility	28.63	36.43
IPO expense claimed under Section 35D of Income Tax Act, 1961	(56.68)	(78.69)
Short term capital gain on disposal of Mutual Funds of earlier years	-	(7.99)
Dividend income	-	(1.44)
Interest on income tax u/s 234B	-	8.29
Impact of changes in tax rate on opening deferred tax*	328.51	-
Impact of tax on reversal of disputed tax provisions	828.50	-
Fair valuation of land	(207.81)	(56.49)
Others	(17.76)	(4.32)
Current tax pertaining to earlier years	22.81	30.00
<b>Total tax expense</b>	<b>2,780.45</b>	<b>2,862.43</b>

\*The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for income tax for the year ended 31 March 2020 and re-measured its deferred tax liability (net) basis at the rate prescribed in the aforesaid section.

### 19 Borrowings

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Secured loans repayable on demand		
Working capital loans from banks (refer note 19.1 below)	-	98.66
	-	<b>98.66</b>

**19.1** The Company has obtained a working capital loan limit of ₹ 2,500 Lakhs (₹ 1,000 Lakhs fund based limit and ₹ 1,500 Lakhs of non-fund based limit) from HDFC Bank Limited, with an interest rate of 9% p.a. This loan is secured by way of first and exclusive charge on the current assets of the Company and collateral pari passu charge on 25.47 acres of Property situated at Cochin Unit along with improvements thereon. The Company has utilised ₹ 18.67 Lakhs out of non - fund based limit for providing bank guarantee in favour of KSEB Limited, Trivandrum, Kerala towards the Security Deposit for the enhancement of power connection.

### 20 Trade payables

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 34)	30.78	43.69
Total outstanding dues of creditors other than micro enterprises and small enterprises	890.80	1,245.71
	<b>921.58</b>	<b>1,289.40</b>

# Notes to the Financial Statements

## 21 Other financial liabilities

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Dues to employees	379.54	427.74
Capital creditors	39.70	127.89
Security deposits	38.82	39.53
Commission payable	232.97	217.81
	<b>691.03</b>	<b>812.97</b>

## 22 Other current liabilities

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Entry fee / income received in advance	128.22	134.93
Statutory dues payable	79.72	188.72
	<b>207.94</b>	<b>323.65</b>

## 23 Provisions

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
- Compensated absences	288.20	238.50
Provision for service tax (refer note 40)	-	411.70
Provision for other taxes and levies (refer note 40)	993.30	5,159.55
Provision for sales tax (refer note 40)	39.25	39.25
	<b>1,320.75</b>	<b>5,849.00</b>

## 24 Income tax liabilities (net)

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Income tax liabilities (net of advance tax ₹ 5,250.23 Lakhs, 31 March 2019: ₹ 5,238.64 Lakhs)	65.59	77.18
	<b>65.59</b>	<b>77.18</b>

## 25 Revenue from operations

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Sale of services</b>		
Entry fee collection	19,431.20	20,249.47
Other counter collections	550.53	578.83
Room rental collection	639.06	613.80
<b>Total sale of services (A)</b>	<b>20,620.79</b>	<b>21,442.10</b>
<b>Sale of products</b>		
Manufactured goods		
Cooked foods	3,715.11	3,831.38
Traded goods		
Readymade garments	1,521.09	1,615.79
Soft drinks and packed foods	828.02	919.13
Others	383.03	372.67
<b>Total sale of products (B)</b>	<b>6,447.25</b>	<b>6,738.97</b>
<b>Other operating revenue (C)</b>		
Sale of scrap materials	19.10	23.12
<b>Total revenue from operations (A+B+C)</b>	<b>27,087.14</b>	<b>28,204.19</b>

# Notes to the Financial Statements

## 26 Other income

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income	224.13	162.97
Finance income on security deposit	4.58	8.71
Lease income	195.28	235.01
Dividend income from current investments	-	4.11
Profit on sale of property, plant and equipment	2.17	2.56
Gain on sale of mutual funds	597.59	437.67
Unrealised gain on mutual funds	25.54	8.61
Creditors written back	-	16.45
Miscellaneous income	151.57	85.42
	<b>1,200.86</b>	<b>961.51</b>

## 27 Cost of materials consumed

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Raw materials at the beginning of the year	40.82	38.70
Add: Purchases	1,315.30	1,309.18
Less: Raw materials at the end of the year	(42.31)	(40.82)
	<b>1,313.81</b>	<b>1,307.06</b>

## 28 Purchase of stock-in-trade

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Readymade garments	913.24	952.41
Soft drinks and packed foods	484.29	526.27
Others	186.02	173.11
Freight and carriage inwards	2.38	10.27
	<b>1,585.93</b>	<b>1,662.06</b>

## 29 Changes in stock-in-trade

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Opening stock		
Readymade garments	78.48	96.37
Soft drinks and packed foods	29.31	35.01
Others	37.34	39.38
<b>(A)</b>	<b>145.13</b>	<b>170.76</b>
Closing stock		
Readymade garments	98.35	78.48
Soft drinks and packed foods	40.91	29.31
Others	41.82	37.34
<b>(B)</b>	<b>181.08</b>	<b>145.13</b>
<b>Total (A-B)</b>	<b>(35.95)</b>	<b>25.63</b>

# Notes to the Financial Statements

## 30 Employee benefits expense

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries, wages and incentives	3,342.28	3,190.85
Contribution to provident fund and other funds (refer note 35)	236.30	229.96
Share based payments to employees (refer note 16.6)	61.00	49.86
Staff welfare expenses	401.52	340.02
	<b>4,041.10</b>	<b>3,810.69</b>

## 31 Finance costs

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest expense	67.52	16.92
Interest on income tax	0.03	23.71
	<b>67.55</b>	<b>40.63</b>

## 32 Other expenses

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Sub-contractor charges	2,706.34	2,575.37
Advertisement expenses	1,395.03	1,559.32
Rates and taxes	200.86	536.69
Repairs and maintenance *		
- Buildings	399.87	393.58
- Plant and equipment	1,261.81	983.82
- Others	350.17	291.29
Power and fuel	860.11	842.92
Security charges	417.74	405.07
Marketing expenses	742.61	631.99
Legal and professional fees	339.75	352.68
House keeping charges	447.07	433.61
Bank charges and merchant payment charges	122.78	109.29
Miscellaneous expenses	166.97	204.23
Rent	-	248.76
Travel expenses	62.05	81.31
Contributions towards corporate social responsibility (Refer note 41)	113.75	121.55
Insurance	35.68	37.92
Printing and stationery	50.44	52.27
Communication expenses	33.65	27.40
Payments to statutory auditors :		
- Statutory audit fee	31.31	26.17
- Tax audit fee	1.46	1.33
- Reimbursement of expenses	1.30	2.37
Property, plant and equipment written-off	26.27	28.95
Loss on sale of property, plant and equipment	-	4.88
Donation to political parties	4.60	11.80
	<b>9,771.62</b>	<b>9,964.57</b>

\*Includes the cost of stores and spares consumed ₹ 614.97 Lakhs (Previous year ₹ 478.63 Lakhs).

# Notes to the Financial Statements

## 33 Financial Instruments

### 33.1 Financial instruments by category

The carrying value and fair value of financial instruments by categories as on 31 March 2020 are as follows:

Amounts in ₹ Lakhs

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit and loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
<b>Assets</b>							
Investments	-	7,004.36	-	-	-	7,004.36	7,004.36
Trade receivables	37.97	-	-	-	-	37.97	37.97
Cash and cash equivalents	377.41	-	-	-	-	377.41	377.41
Other balances with banks	5,000.76	-	-	-	-	5,000.76	5,000.76
Loans	334.21	-	-	-	-	334.21	334.21
Other financial assets	161.05	-	-	-	-	161.05	161.05
<b>Total assets</b>	<b>5,911.40</b>	<b>7,004.36</b>	-	-	-	<b>12,915.76</b>	<b>12,915.76</b>
<b>Liabilities</b>							
Borrowings	-	-	-	-	-	-	-
Lease liability	616.71	-	-	-	-	616.71	616.71
Trade payables	921.58	-	-	-	-	921.58	921.58
Other financial liabilities	691.03	-	-	-	-	691.03	691.03
<b>Total liabilities</b>	<b>2,229.32</b>	-	-	-	-	<b>2,229.32</b>	<b>2,229.32</b>

The carrying value and fair value of financial instruments by categories as on 31 March 2019 are as follows:

Amounts in ₹ Lakhs

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit and loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
<b>Assets</b>							
Investments	-	5,008.61	-	-	-	5,008.61	5,008.61
Trade receivables	147.90	-	-	-	-	147.90	147.90
Cash and cash equivalents	278.93	-	-	-	-	278.93	278.93
Other balances with banks	4,000.75	-	-	-	-	4,000.75	4,000.75
Loans	333.59	-	-	-	-	333.59	333.59
Other financial assets	42.42	-	-	-	-	42.42	42.42
<b>Total assets</b>	<b>4,803.59</b>	<b>5,008.61</b>	-	-	-	<b>9,812.20</b>	<b>9,812.20</b>
<b>Liabilities</b>							
Borrowings	98.66	-	-	-	-	98.66	98.66
Trade payables	1,289.40	-	-	-	-	1,289.40	1,289.40
Other financial liabilities	812.97	-	-	-	-	812.97	812.97
<b>Total liabilities</b>	<b>2,201.03</b>	-	-	-	-	<b>2,201.03</b>	<b>2,201.03</b>

# Notes to the Financial Statements

## 33.2 Fair value hierarchy

Financial assets and liabilities include investments, cash and cash equivalents, other balances with banks, trade receivables, loans, other financial assets, borrowings, trade payables and other financial liabilities whose fair values approximate their carrying amounts largely due to the short term nature of such assets and liabilities.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value as on 31 March, 2020:

*Amounts in ₹ Lakhs*

Particulars	Fair value measurement at end of the reporting year using			
	As at 31 March 2020	Level 1	Level 2	Level 3
Investments in Mutual Funds	7,004.36	7,004.36	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value as on 31 March, 2019 :

*Amounts in ₹ Lakhs*

Particulars	Fair value measurement at end of the reporting year using			
	As at 31 March 2019	Level 1	Level 2	Level 3
Investments in Mutual Funds	5,008.61	5,008.61	-	-

## 33.3 Financial risk management

The Company's financial risk management is an integral part of how to plan and execute business strategies. The Board of directors has the overall responsibility for establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies.

The Company's activities expose it to a variety of financial risks, market risk (including interest risk), credit risk and liquidity risk. The Company's overall risk management programme focuses to minimize potential adverse effects on the financial performance of the Company.

### a. Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks, as well as credit exposures to customers and other receivables. The Company applies prudent credit acceptance policies, performs ongoing credit portfolio monitoring as well as manages the collection of receivables in order to minimise the credit risk exposure.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the notes to the financial statements. The Company's major classes of financial assets are cash and cash equivalents, investment in mutual funds, term deposits, trade receivables and security deposits.

Deposits with banks are considered to have negligible risk, as they are maintained with high rated banks/financial institutions as approved by the Board of Directors and the period of such deposits is 365 days or less to ensure liquidity.

Investments primarily include investment in liquid mutual fund units that are marketable securities of eligible financial institutions for a specified time period with high credit rating given by domestic credit rating agencies.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Company has a dedicated sales team which is responsible for collecting dues from the customer within stipulated period. The management reviews status of critical accounts on a regular basis.

# Notes to the Financial Statements

Trade receivables that were not impaired

Particulars	Carrying amount	
	As at 31 March 2020	As at 31 March 2019
Not due	-	-
Past due 1- 90 days	36.00	147.90
Past due 91 - 180 days	0.49	-
More than 180 days	1.48	-

Amounts in ₹ Lakhs

## b. Liquidity risk

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The liquidity position at each reporting date is given below:

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents	377.41	278.93
Other balances with banks	5,000.76	4,000.75
Investments in Mutual funds (quoted)	7,004.36	5,008.61
<b>Total</b>	<b>12,382.53</b>	<b>9,288.29</b>

The following are the remaining contractual maturities of financial liabilities as on 31 March 2020 :

Particulars	Amounts in ₹ Lakhs				
	Less than 1 year	1-2 years	2-4 years	4-5 years	Total
Borrowings	-	-	-	-	-
Lease liability	230.71	210.29	286.42	-	727.42
Trade payables	921.58	-	-	-	921.58
Other financial liabilities	691.03	-	-	-	691.03

The following are the remaining contractual maturities of financial liabilities as on 31 March 2019 :

Particulars	Amounts in ₹ Lakhs				
	Less than 1 year	1-2 years	2-4 years	4-5 years	Total
Borrowings	98.66	-	-	-	98.66
Trade payables	1,289.40	-	-	-	1,289.40
Other financial liabilities	812.97	-	-	-	812.97

## c. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### i. Foreign currency risk

The Company does not have any foreign currency exposure as at each reporting date. Accordingly, foreign currency risk disclosure is not applicable.

### ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has minimal borrowings and there is no outstanding amount at the year-end. Accordingly, fluctuations in interest rate do not affect the profitability of the Company.

## Notes to the Financial Statements

### 34 Disclosure as per the requirement of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006:

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allotted after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2020 has been made in the financial statements based on information received and available with the Company. Further in the view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the said Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

*Amounts in ₹  
Lakhs*

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	30.78	43.69
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	<b>30.78</b>	<b>43.69</b>

### 35 Employee benefits

#### 1 Defined contribution plan

Amount recognized as an expense in the Statement of Profit and Loss in respect of defined contribution plan is ₹ 236.30 Lakhs (Previous year ₹ 229.96 Lakhs).

#### 2 Defined benefit plan

##### Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Gratuity is a benefit to an employee in India based on 15 days' last drawn salary for each completed year of service with a vesting period of five years. These defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

#### Details of employee benefits as required by Ind-AS 19 - "Employee benefits are as under"

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<i>Amounts in ₹ Lakhs</i>		
<b>Change in benefit obligations</b>		
Benefit obligations at the beginning of the year	424.14	385.88
Current service cost	48.17	47.66
Interest cost	27.94	28.88
Past service cost	-	-
Actuarial loss / (gain) recognised in other comprehensive income		
a) changes in demographic assumptions	-	-
b) changes in financial assumptions	38.40	(2.09)
c) experience adjustments	12.14	(24.41)

# Notes to the Financial Statements

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Benefits paid	(19.62)	(11.78)
<b>Benefit obligations at the end of the year</b>	<b>531.17</b>	<b>424.14</b>
<b>Change in plan assets</b>		
Fair value of plan assets at the beginning of the year	284.15	274.37
Expected return on plan assets	18.52	20.43
Contributions	0.92	0.77
Actuarial (loss) / gain	(16.87)	0.36
Benefits paid	(19.62)	(11.78)
<b>Fair value of plan assets at the end of the year</b>	<b>267.10</b>	<b>284.15</b>
<b>Analysis of defined benefit obligation</b>		
Present value of obligation at the end of the year	531.17	424.14
Net liability recognized in the Balance Sheet	(264.07)	(139.99)
<b>Components of employer expenses/remeasurement recognized in the Statement of Profit and Loss</b>		
Current service cost	48.17	47.66
Interest cost	27.93	28.88
Expected return on plan assets	(18.52)	(20.43)
Expenses recognized in the Statement of Profit and Loss	57.58	56.11
<b>Components of employer expenses/remeasurement recognized in the Other Comprehensive Income (OCI)</b>		
Remeasurement of the net defined benefit liability	50.54	(26.50)
Remeasurement of the net defined benefit asset	16.87	(0.36)
Net expense / (income) recognized in the OCI	67.41	(26.86)
<b>Actuarial Assumptions:</b>		
Discount rate	6.74%	7.60%
Salary escalation	8.00%	8.00%
Attrition rate	12.00%	12.00%

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Expected contributions to the plan for the next year	79.36	62.83

Expected contributions to the plan for the next year

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Composition of Plan assets:</b>		
Assets under insurance schemes	100%	100%

- The discount rate is based on the term of the future liability. Term of the future liability is equal to term used in the bond rate table, for determining the discount rate.
- Salary Escalation Rate: The estimates of future salary increases takes into account the inflation, seniority, promotion and other relevant factors.
- Assumptions regarding future mortality rates are the rates as given under Indian Assured Lives Mortality (2006-08) Ultimate.

### Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

# Notes to the Financial Statements

*Amounts in ₹ Lakhs*

Projected benefit obligation on current assumptions	For the year ended 31 March 2020		For the year ended 31 March 2019	
	Defined benefit obligation		Defined benefit obligation	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(44.11)	51.01	(33.83)	38.89
Future salary growth (1% movement)	45.64	(40.74)	36.37	(32.57)
Attrition rate (1% movement)	(6.20)	7.05	(3.23)	3.50
Mortality rate (10% up)	(0.12)	-	4.24	-

## History of defined benefit obligations and experience (gains) and losses

*Amounts in ₹ Lakhs*

Particulars	As at 31 March 2020	As at 31 March 2019
Defined benefit obligation	531.17	424.14
Plan assets	267.10	284.15
Funded status - deficit	264.07	139.99
Experience adjustments on plan liabilities	12.14	(24.41)
Experience adjustments on plan assets	16.87	(0.36)

## Maturity profile of defined benefit plan

*Amounts in ₹ Lakhs*

Projected benefits payable in future years from the date of reporting	As at 31 March 2020	As at 31 March 2019
With 1 year	40.94	40.71
1-2 years	36.16	30.86
2-3 years	30.04	27.10
3-4 years	52.50	22.30
4-5 years	24.30	40.76
5-10 years	97.71	76.66
Above 10 years	249.52	185.75

## Weighted average assumptions used to determine net periodic benefit cost

*Amounts in ₹ Lakhs*

Particulars	As at 31 March 2020	As at 31 March 2019
Number of active members	621	639
Per month salary cost for active members	94.46	86.49
Weighted average duration of the projected benefit obligation (years)	9.85	9.30
Projected benefit obligation (PBO)	503.22	428.11

## 36 Segment information

Based on the management approach as defined in Ind AS 108-Operating Segment, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates the Company's resources based on an analysis of various performance indicators by business segments and the segment information is accordingly presented as Amusement Parks & Resort and Others. Resort is an integral part of Bangalore Park segment and disclosed accordingly. The Amusement Parks and Resort segment includes admission fees, running a hotel accommodation and other related services. Others segment includes sale of merchandise, cooked food, packed foods etc. The accounting principles used in the preparation of these financial results are consistently applied to record revenue and expenditure in individual segments. The risks and rewards associated with these two categories of business are significantly different. Therefore, the primary segment consists of providing amusement facilities and resort and others. The Company caters to the domestic market and accordingly, there is no reportable geographical segments.

**Allocation of common costs :** Common allocable costs are allocated to each segment according to the related contribution of each segment to the total common costs.

# Notes to the Financial Statements

**Unallocated** : Unallocated items includes general corporate expenses and income which are not allocated to any segment.

**Segment accounting policies** : The Company prepares its segment information in line with the accounting policies adopted for preparing and presenting the financial statements.

## Business segments

For the year ended 31 March 2020 and 31 March 2019 (*comparatives are in brackets*):

Particulars	Amounts in ₹ Lakhs		
	Amusement parks and Resort	Others	Total
<b>Revenue</b>			
Total revenue	21,100.20	5,986.94	27,087.14
	(21,996.94)	(6,207.25)	(28,204.19)
Other income	353.60	-	353.60
	(348.15)	-	(348.15)
Segment Revenue	21,453.80	5,986.94	27,440.74
	(22,345.09)	(6,207.25)	(28,552.34)
<b>Result</b>			
Segment Result	6,190.30	2,410.00	8,600.30
	(7,263.02)	(2,548.92)	(9,811.94)
Unallocated corporate expenses			2,080.64
			(2,021.46)
<b>Operating profit</b>			6,519.66
			(7,790.48)
Add: Interest, dividend, gain from mutual funds and others			847.26
			(613.36)
Add: Exceptional items			1,891.93
<b>Profit Before Tax</b>			9,258.85
			(8,403.84)
Less: Taxes			2,780.45
			(2,862.43)
<b>Profit for the year</b>			6,478.40
			(5,541.41)
<b>Other information</b>			
Segment assets	84,100.68	199.17	84,299.85
	(86,584.53)	(134.44)	(86,718.97)
Unallocated corporate assets			13,812.08
			(10,711.71)
<b>Total Assets</b>			98,111.93
			(97,430.68)
Segment liabilities	2,898.75	155.35	3,054.10
	(7,630.61)	(104.86)	(7,735.47)
Unallocated corporate liabilities			9,164.64
			(7,842.64)
<b>Total liabilities</b>			12,218.74
			(15,578.11)

# Notes to the Financial Statements

## 37 Related party disclosures

### A. List of Key Management Personnel :

Key Management Personnel (KMP)	Mr M. Ramachandran	Chairman
	Mr Arun K Chittilappilly	Director
	Mr Kochouseph Chittilappilly	Director
	Mr George Joseph	Joint Managing Director
	Mrs Priya Sarah Cheeran Joseph	Director
	Mr R Lakshminarayanan	Director
	Mr Gopal Srinivasan	Director

### B. List of other related parties

Relative of KMP	Mrs Sheila K Chittilappilly (Wife of Mr Kochouseph Chittilappilly)
	Mr Mithun K Chittilappilly (Son of Mr Kochouseph Chittilappilly)
Entity under common control	V-Star creations Private Limited
	Veegaland Developers Private Limited
	V-guard Industries Limited
	K Chittilappilly Foundation
	Arav Chittilappilly Trust
	Pearl Spot Resorts Limited

### C. Transactions with related parties

Nature of transactions	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Payment of equity dividend</b>		
Mr Arun K Chittilappilly	149.34	118.65
Mr Kochouseph Chittilappilly	532.24	219.68
Mrs Priya Sarah Cheeran Joseph	94.92	22.64
Mrs Sheila K Chittilappilly	326.86	105.66
Mr Mithun K Chittilappilly	112.86	94.05
K Chittilappilly Trust	147.13	41.53
	<b>1,363.35</b>	<b>602.21</b>
<b>Sitting fees</b>		
Mr Arun K Chittilappilly	1.30	0.90
Mr Kochouseph Chittilappilly	-	0.70
Mr. R Lakshminarayanan	3.15	2.10
Mr. Gopal Srinivasan	1.50	1.10
Mr M Ramachandran	3.15	2.40
	<b>9.10</b>	<b>7.20</b>
<b>Managerial remuneration</b>		
Mr Arun K Chittilappilly	69.86	97.86
Mr Kochouseph Chittilappilly	108.64	92.47
Mr George Joseph	118.84	98.74
Mrs Priya Sarah Cheeran Joseph	78.43	71.80
Mr R Lakshminarayanan	8.00	6.00
Mr Gopal Srinivasan	8.00	6.00
Mr M Ramachandran	11.00	9.00
	<b>402.77</b>	<b>381.87</b>

## Notes to the Financial Statements

Managerial remuneration does not include cost of retirement benefits such as gratuity and compensated absences since provision for these are based on an actuarial valuation carried out for the Company as a whole. This includes commission to non-executive directors shown under professional fees amounting to ₹ 96.86 Lakhs (Previous year ₹ 87.96 Lakhs).

### D. The balances payable to related parties are as follows:

Nature of balances	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<b>Other payables</b>		
Mr Arun K Chittilappilly	36.86	52.39
Mr Kochouseph Chittilappilly	72.64	57.24
Mrs Priya Sarah Cheeran Joseph	48.43	43.98
Mr George Joseph	72.64	60.00
Mr Lakshminarayanan	0.80	1.20
Mr Gopal Srinivasan	0.80	1.20
Mr M Ramachandran	0.80	1.80
	<b>232.97</b>	<b>217.81</b>

## 38 Leases

### Ind As 116

#### (a) Impact on transition to Ind AS 116

With effect from 1 April 2019, the Company has adopted Ind AS 116, "Leases" using modified retrospective approach, under which the lease liability on initial adoption adjusted for the accrued liability on initial application is considered as Right to use asset as per the option available in Ind AS 116. Accordingly, the Company has recognised a right to use asset with a corresponding lease liability and the differential having been adjusted with the balances of prepaid rent and provision for rent existing as at 1 April 2019. The Company has not re-stated the comparative information. In the Statement of profit and loss for the current year, the nature of expenses in respect of operating leases has changed from lease rent in previous year to depreciation cost for the right to use assets and finance cost for interest on lease liability. The Company discounted lease payments using the applicable incremental borrowing rate as at 1 April 2019 for meeting the lease liability.

Amounts in ₹ Lakhs	
Particulars	
Right of use assets	812.75
Provision for rent	27.28
Lease liabilities	(790.45)
Prepaid lease rentals	(49.58)
	-

#### (b) Right of use assets

The Company leases rides, attendance system, vehicles and office premises facilities. Information about leases for which the Company is a lessee is presented below :

Particulars	Amounts in ₹ Lakhs				
	Rides	Attendance system	Vehicles	Buildings	Total
<b>Gross carrying value as at April 1, 2019</b>	-	-	-	-	-
Reclassified on account of adoption of Ind AS 116	641.70	6.44	26.81	137.80	812.75
Additions to right of use assets	-	-	-	-	-
Depreciation charge for the year	(140.12)	(3.87)	(16.37)	(48.74)	(209.10)
De-recognition of right of use assets	-	-	-	-	-
<b>Net carrying amount at 31 March 2020</b>	<b>501.58</b>	<b>2.57</b>	<b>10.44</b>	<b>89.06</b>	<b>603.65</b>

# Notes to the Financial Statements

## (c) Lease liability

Following is the break up lease liability as at 31 March 2020:

Particulars	Amounts in ₹ Lakhs	
	Amount	
Non-current liabilities	394.11	
Current liabilities	222.60	
	<b>616.71</b>	

Interest on lease liabilities for the year ended 31 March 2020 is ₹ 67.17 Lakhs.

## 39 Basic and diluted earnings per share

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Nominal value per equity share (₹)</b>	10.00	10.00
Profit for the year (₹ in Lakhs)	6,478.40	5,541.41
Weighted average number of equity shares	5,65,18,926	5,65,08,850
<b>Earnings per share - Basic (₹)</b>	11.46	9.81
Effect of dilutive potential equity shares-		
Employee stock options (Nos.)	50,859	43,630
Weighted average number of diluted equity shares	5,65,69,785	5,65,57,822
<b>Earnings per share - Diluted (₹)</b>	11.45	9.80

## 40 Details of provisions and movements in each class of provisions as required by the Indian Accounting Standard (IndAs) 37 - Provisions, Contingent liabilities and Contingent assets

### A Provision for Service tax:

During the year 2011-12 to 2014-15, the Additional Commissioner of Central Excise & Customs have raised demands on the share of income from restaurants in Kochi, for the period from October 2007 to March 2014 aggregating to ₹ 390.80 Lakhs including penalty and interest, which has been disputed by the Company. Since the Company opted Sabka Vishwas Legacy Dispute Resolution Scheme, 2019, as a pre-condition for availing the benefits under the Scheme, the Company has withdrawn all the petitions pending before the authorities.

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Carrying amount as at the beginning of the year	411.70	322.70
Additional provision made during the year	57.82	89.00
Adjusted with amount paid under protest (refer note 15)	(283.46)	-
Unused amount reversed during the year (refer note 44)	(186.06)	-
Carrying amount at the end of the year	-	411.70

### B Provision for Service tax, other taxes and levies:

This primarily consists of provision for service tax on admission to amusement park. The activity of "admission to entertainment events or access to amusement facilities" was included in the negative list contained in section 66D(j) of Finance Act 1994. Consequent to amendment as per Finance Act 2015, notification no: 14/2015 ST dated 19.05.2015 effective from 01.06.2015, the activity of admission to entertainment events or access to amusement facilities was removed from the negative list. Thereafter, the Company started paying service tax on the amount received towards entry charges. The Company filed writ petitions before the Honorable High Court of Karnataka, Kerala and Telangana challenging the constitutional validity of levy of service tax on admission to amusement park as well as quashing of notification no: 14/2015-ST and circular D.O.F no: 334/5/2015 TRU. The High Courts heard the matter and issued notice to Commissioner of Service tax, Department of Revenue and Union of India represented by the Secretary Central Excise wing. In view of the above position, the Company has decided to discontinue from the practice of collection and remittance of service tax on entry charges at all the locations till the matter is finally disposed off by the respective High Courts. Since the Company opted Sabka Vishwas Legacy Dispute Resolution Scheme, 2019, as a pre-condition for availing the benefits under the Scheme, the Company has withdrawn all the petitions pending before the Honorable High Courts.

# Notes to the Financial Statements

Amounts in ₹ Lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount at the beginning of the year	5,103.75	4,839.35
Additional provision made during the year	-	264.40
Amount paid during the year	(1,234.20)	-
Adjusted with amount paid under protest (refer note 15)	(1,226.18)	-
Unused amount reversed during the year (refer note 44)*	(1,705.87)	-
Carrying amount at the end of the year**	937.50	5,103.75

\*Includes ₹ 335.33 Lakhs provision made as an abundant caution against possible local body entertainment tax for the period July 2016 to June 2017.

\*\*Represents the pending utilisation of transitional credit available under erstwhile Finance Act, 1994. The Company was unable to utilise the credit due to some clerical error occurred while filing the TRAN1 return. The Company filed due representations before respective authorities in the state of Kerala and Karnataka and a writ petition is filed in the Honorable High Court of Telangana for necessary rectification. Though the Company is expecting a favorable order, as an abundant caution, provision to the extent of unused credit ₹ 937.50 Lakhs has been maintained in the books.

## C Provision for labour cess:

During the financial year 2018-19, the Company received an order dated 26.06.2018 from the Office of the Joint Commissioner of Labour, Rangareddy, Hyderabad under Building and Other Construction Workers Act, 1966 demanding building cess of ₹ 157.10 Lakhs on the total estimated cost of construction. The cess is levied @ 1% on the total estimated cost of construction. The Company had paid ₹ 41.57 Lakhs under self assessment so the net demand was ₹ 115.53 Lakhs. Aggrieved by the said order, the Company filed an appeal before the appellate authority. Though the Company is confident of obtaining a favourable order, as matter of abundant caution, based on management estimation, a provision of ₹ 44.57 Lakhs has been created in the books.

Amounts in ₹ Lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount at the beginning of the year	44.57	-
Additional provision made during the year	-	44.57
Carrying amount at the end of the year	44.57	44.57

## D Provision for building tax:

During the financial year 2018-19, the Company received a notice from The Tahasildar, Kunnnathunadu Panchayath, Ernakulam, Kerala under Kerala Building Tax Ordinance, 1974 towards building tax on construction and improvements in Kochi park till December 2018. The amount demanded as per the notice is ₹ 14.97 Lakhs after adjusting the tax ₹ 12.74 Lakhs already paid by the Company. The Company filed an appeal on 31 January 2019 before the Revenue Divisional Officer, Muvattupuzha, Ernakulam for review of the same after paying the first installment of ₹ 3.74 Lakhs. The matter is currently pending before the Appellate Authority for disposal. However, the Company has created sufficient provisions in the books.

Amounts in ₹ Lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount at the beginning of the year	11.23	-
Additional provision made during the year	-	14.97
Amount paid/utilized during the year	-	3.74
Carrying amount at the end of the year	11.23	11.23

## E Provision for sales tax:

Amounts in ₹ Lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount at the beginning of the year	39.25	39.25
Additional provision made during the year	-	-
Carrying amount at the end of the year	39.25	39.25

# Notes to the Financial Statements

## F Contingent liabilities

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
<b>Contingent liabilities</b>		
<b>Claims against the Company not acknowledged as debts:</b>		
Special entry tax demand pending appeal (the disputed tax is fully paid)	5.35	5.35
Income tax demands pending appeal (paid to the extent of ₹ 14.69 Lakhs)	14.69	14.69
Local body entertainment tax	335.33	9.89
Interest on water cess	1.67	1.67
Labour Cess	70.96	70.96
Show cause notice received from Central tax and Central excise department	-	201.49
Show cause notice received from Directorate General of Goods and Service Tax Intelligence	-	367.23
Value added tax	57.08	-
Litigations pending before various Courts relating to labour matters	8.33	8.33
Guarantee issued by the bank on behalf of the Company to Kerala State Electricity Board	25.03	25.03

## G Commitments

Particulars	Amounts in ₹ Lakhs	
	As at 31 March 2020	As at 31 March 2019
Estimated amount of unexecuted capital contracts (net of advances)	490.74	275.16

H The Hon'ble Supreme Court on 28 February 2019 decided on M/s Vivekananda Vidya Mandir and others vs. RPFC that wages for the purpose of Provident Fund contribution will include all monetary allowances excluding House Rent Allowance paid to employees. This is at variance with the methodology for Provident Fund calculation adopted by the Company in the previous periods and accepted by the Provident Fund Authorities. As there is no clarity on the methodology for calculation and no notice of demand has been received from the Authorities, the Company is unable to reasonably estimate the likely impact of the above decision.

## 41 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilized through out the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	Amounts in ₹ Lakhs	
	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Gross amount required to be spent by the Company during the year	128.24	130.00
(b) Amount spent during the year	113.75	121.55
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	113.75	121.55

42 Advances includes an amount of ₹ 98.88 Lakhs due from a foreign vendor who had gone into liquidation. This has been fully provided for, in earlier years. Pending approval of Reserve Bank of India, both advance and provision are carried forward and not netted off.

43 In view of Covid-19 outbreak ("the Pandemic"), the Company's management decided to temporarily shut down operations in the month of March 2020 and post balance sheet till date. The decision has been taken by the management in accordance with safety and precautionary instructions outlined by the respective State Governments to prevent and contain the spread of Covid-19. This temporary shut down resulted in lower or no operating income. The ability of the Company to continue as a going

# Notes to the Financial Statements

concern is dependent on its ability to meet its obligations towards its stakeholders, creditors, employees and the Government during the interim period till the lockdown caused by the Pandemic is lifted and normal operations resume thereafter. Under these circumstances, the Company remains going concern up to 12 months from the balance sheet date and from the financial statements issuance date based on the following factors:

- a) Historically, the Company is a profitable organization;
- b) The Company has liquid assets (cash balances and investments in mutual funds) of ₹ 12,383 Lakhs as at 31 March 2020 which will cover significant near-term obligations and future commitments till the resumption of normal business activities has been implemented;
- c) The Company has undertaken costs (payroll, advertising & marketing and overheads) reduction and rationalization measures including deferral of avoidable operating costs. Through this, the management is able to bring down cash burn significantly;
- d) The Company is maintaining all Parks and related facilities for resumption of business activities at the short notice after the shut down is lifted;
- e) The Company has met all the obligations in terms of dividend payments to shareholders, statutory payments to Governments and outstanding payments to creditors and there are no overdue creditors as on date. The Company does not have any conditions and events, that indicate the probability that it will be unable to meet its obligations as they become due towards shareholders, Government, creditors or lending institutions; and
- f) The Company has sufficient liquidity to deal with the current situation. Even in the event of a prolonged lockdown, the Company will be able to meet the ongoing expenses. It will be able to raise debt at favorable rates as the Company has a strong, debt-free balance sheet. The Company will also be able to utilize its current working capital facilities of ₹ 2,500 Lakhs which remain largely undrawn.

Based on the above factors, the Company's management believes that the Going concern assumption in the preparation of these financial statements is appropriate. (Refer Note 2.2)

## 44 Exceptional items

The Company was carrying provisions against the service tax and other local tax demands including interest and penalty in the books till 30 September 2019. The Company has opted for the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019 ('the Scheme') declared by the Government of India during September 2019. As per this Scheme, the Company was eligible for relief ranging from 40% to 70% of the disputed tax and full waiver of interest and penalties. Accordingly, the payments made during the current year towards settlement of these pending litigations under the Scheme and the earlier payments made under protest totaling to ₹ 2,743.84 Lakhs have been adjusted against the provision. The resultant excess provision amounting to ₹ 1,556.60 Lakhs after the aforementioned adjustments has been reversed as exceptional income during the year ended 31 March 2020.

Based on a legal opinion received by the Company, the management estimates that the provision for local body entertainment tax for the period from July 2016 to June 2017 is no longer required. Accordingly, the resultant excess provision of ₹ 335.33 Lakhs was further reversed as income and disclosed as exceptional items during the year ended 31 March 2020. (Refer Note 40 A and 40 B)

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm registration No.: 116231W/W-100024

For and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**George Joseph**  
Joint Managing Director  
DIN: 00253754

**Satheesh Seshadri**  
Chief Financial Officer

**Ramachandran M**  
Chairman  
DIN: 07972813

**Srinivasulu Raju Y**  
Company Secretary

**Vipin Lodha**

Partner

Membership No.: 076806

Place: Bengaluru

Date: 26 May, 2020

Place: Bengaluru

Date: 26 May, 2020



CIN: L55101KA2002PLC031224

Regd. Office: 28<sup>th</sup> KM, Mysore Road, Bangalore - 562109, Karnataka.

Website: [www.wonderla.com](http://www.wonderla.com) Email Id: [investors@wonderla.com](mailto:investors@wonderla.com)

## NOTICE

Notice is hereby given that the **18<sup>th</sup> Annual General Meeting** of the shareholders of the Company shall be held at 3.00 p.m IST on Monday, 10<sup>th</sup> August, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31<sup>st</sup> March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

#### 2. Confirmation of Interim Dividend paid for the Financial Year 2019-20.

To confirm the Interim Dividend of ₹ 1.80/- (18%) paid per Equity Share of ₹ 10 each for the Financial Year 2019-20.

#### 3. Re-appointment of Director.

To appoint a Director in place of Mr. Kochouseph Chittilappilly (DIN: 00020512), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. Arun K Chittilappilly as Whole-time Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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), read with Schedule V to the Companies Act, 2013, pursuant to the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded for appointment of Mr. Arun K Chittilappilly (DIN: 00036185) as Whole-time Director of the Company, for a period of five years commencing from April 01, 2020, as per the terms and conditions of appointment letter and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Arun K Chittilappilly be paid remuneration as mentioned below:

- a. Basic Salary of upto ₹ 3,00,000 (Rupees Three Lakhs only) per month with such annual increments as the Board may decide from time to time; and
- b. Commission upto 0.75% on the net profits of the Company calculated in accordance with the provisions of section 197 read with section 198 of the Companies Act, 2013.
- c. Perquisites: The Company shall provide a car with driver.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year Mr. Arun K Chittilappilly shall be entitled to receive remuneration pursuant to applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mr. Arun K Chittilappilly, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the scope of remuneration of Mr. Arun K Chittilappilly including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits prescribed under the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be considered necessary and deemed expedient to give effect to this resolution."

#### 5. Appointment of Mrs. Anjali Nair as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),

Mrs. Anjali Nair (DIN: 08574898), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2020 in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from April 01, 2020 to 31<sup>st</sup> March, 2025.”

#### 6. Re-appointment of Mr. George Joseph as Joint Managing Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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), read with Schedule V to the Companies Act, 2013 and pursuant to the applicable Article of the Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. George Joseph (DIN: 00253754) as Joint Managing Director of the Company for a period of two years commencing from July 9, 2020 as per the terms and conditions, of appointment letter and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. George Joseph be paid remuneration as mentioned below:

- a. Basic Salary of upto ₹ 3,85,000 (Rupees Three Lakhs Eighty Five Thousand only) per month with such annual increments as the Board may decide from time to time; and
- b. Commission upto 0.75% on the net profits of the Company calculated in accordance with the provisions of section 197 read with section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year Mr. George Joseph shall be entitled to receive remuneration pursuant to applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mr. George Joseph, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the scope of remuneration of Mr. George Joseph including the monetary value thereof, to the extent recommended by the Nomination and

Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits prescribed under the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be considered necessary and deemed expedient to give effect to this resolution.”

By order of the Board  
For **Wonderla Holidays Limited**

**Srinivasulu Raju Y**  
Company Secretary  
ACS No: 23243

Place: Bangalore  
Date: May 26, 2020

#### NOTES:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM 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. Since the AGM is being held in accordance with the above Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
5. 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.
6. The Register of Members and the Share Transfer books of the Company shall remain closed from Wednesday, August 5, 2020 to Monday, August 10, 2020 (both days inclusive) for the purpose AGM.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Business at the meeting, is annexed hereto.

8. The Board has not recommended Final Dividend. The Interim Dividend approved by the Board on 25<sup>th</sup> February, 2020 has already been paid to the Shareholders.
9. The Company has so far declared dividends and issued warrants/ made electronic transfer to the shareholders as below:

Year	Dividend Per Share (₹)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
2012-13	1.50	24 <sup>th</sup> July 2013	24 <sup>th</sup> July, 2020
2013-14	1.50	19 <sup>th</sup> September 2014	19 <sup>th</sup> September, 2021
2014-15	1.50	12 <sup>th</sup> August 2015	12 <sup>th</sup> August, 2022
2015-16	1.50	9 <sup>th</sup> March 2016	9 <sup>th</sup> March 2023
Interim			
2015-16	0.50	1 <sup>st</sup> August 2016	1 <sup>st</sup> August 2023
2016-17	1.00	9 <sup>th</sup> August 2017	9 <sup>th</sup> August 2024
2017-18	1.50	7 <sup>th</sup> August 2018	7 <sup>th</sup> August 2025
2018-19	1.80	8 <sup>th</sup> August 2019	8 <sup>th</sup> August 2026
2019-20	1.80	25 <sup>th</sup> February 2020	25 <sup>th</sup> February 2027
Interim			

Those shareholders who have not en-cashed the dividend so far are requested to send their claims to KFin Technologies Pvt. Ltd. or the Company. The unclaimed dividend details are available on the website of the Company <http://www.wonderla.com/investor-relations>.

10. 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.
11. 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.
12. 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 their PAN to the Depository Participants with whom they are maintaining their demat accounts.

13. Details under SEBI Listing Regulations in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
14. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 18th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company/depository participant(s).
15. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2019-20 will also be available under the Investor Relations section on the Company's website [www.wonderla.com](http://www.wonderla.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download.

#### 16. 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 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Thursday, August 6, 2020 (9:00 am) and ends on Sunday, August 9, 2020 (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) July 31, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/ she is already registered with NSDL for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote.

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) July 31, 2020.

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 <http://www.wonderla.com/investor-relations/> and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

## 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 SEBI LODR Regulations, 2015:

#### Profile of Mr. Kochouseph Chittilappilly

Name	Kochouseph Thomas Chittilappilly
Date of Birth	29/12/1950
Address	Chittilappilly House, Near Donbosco, Bye Pass Road, Vennala P.O, Ernakulam, Cochin, Kerala - 682028.
Date of Appointment	18/11/2002
DIN	00020512
Qualification	Post Graduation in Science majoring in Physics from Calicut University
Directorship held in other Companies	V- Guard Industries Limited – Chairman Emeritus Pearl Spot Resorts Limited – Director Veegaland Developers Private Limited - Director K Chittilappilly Foundation - Director
Membership/ Chairmanship of Committees - of other Public Companies :	
Brief profile of Experience and Achievements	Promoted a SSI unit in 1977 for manufacturing Voltage stabilisers, later converted the unit into a Company, named as V-Guard Industries Limited and diversified the products range to UPS, Submersible Pumps, Electric water heater, PVC House wiring cable, LT Power & control cables, ceiling fans, solar water heater and inverters etc. Entered into amusement park business in the year 1998 by establishing Veega Holidays and Parks Pvt Ltd in Cochin, and expanded amusement park business by establishing Wonderla Holidays Pvt Ltd at Bangalore in 2005, later both were merged in April 2008.
Shares held in the Company	14,912,128
Relation with KMPs and Directors	Father of Mr. Arun K Chittilappilly, Whole-time Director and Father-in-law of Ms. Priya Sarah Cheeran Joseph, Non-Executive Director.

### Item No. 4

Mr. Arun K Chittilappilly who has been on sabbatical for some time, has now expressed willingness to take up full time responsibility of steering Business Strategy and Revenue functions of the Company. Accordingly the Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on March 21, 2020 approved the appointment of Mr. Arun K Chittilappilly (DIN: 00036185) as Whole-time Director of the Company for a term of five years effective from April 01, 2020, subject to the approval of members at the ensuing Annual General Meeting.

Mr. Arun is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment. The

terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

Save and except Mr. Arun and his relatives, to the extent of their shareholding interest in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Being one of the Promoters of the Company and considering his rich experience as Managing Director of the Company till July 2018, the Board recommends, for the benefit of the Company, the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

**Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mrs. Anjali Nair (DIN: 08574898) as an Additional Director in the capacity of Non-Executive Independent Director to hold office for a term of five consecutive years effective from April 01, 2020 to March 31, 2025, subject to approval of Members in the ensuing Annual General Meeting of the Company.

Mrs. Nair has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a notice from a member proposing Mrs. Anjali Nair as a candidate for the office of Director of the Company.

Mrs. Nair aged about 45 years is an Engineering Graduate with specialization in Electricals and Electronics. She has over two decades of executive experience in the development and commercialization of hi-tech products that are software-driven, incorporating Design Thinking, Data Sciences, advanced algorithms and applied artificial intelligence in the B2B space, globally. She has unique expertise in scaling technology, harnessing complex architectures and creating commercial models for the launch and roll-out of products for Global 1000 clients. She has demonstrated experience in spotting and hiring top talent to build teams to serve Global Clientele.

Mrs Anjali has recently started a series of initiatives to fundamentally disrupt healthcare in Kerala, in the belief that no one should struggle to get access to care when in need. Anjali has now dedicated her career for the well-being of the elderly, having already figured out how to manage 1,500 lives. She and her team are now on the path to create the infrastructure and ecosystem to support 10,000 lives in the next 3 to 5 years. She brings in the unique combination of technology, strategy, operational excellence and adaptability. Sensing the shortage of capital as a major reason for the state of Kerala not being in the mainstream despite being blessed with superior talent, she works with global funds to unlock this potential.

Mrs Anjali is currently the Chief Operating Officer of the SP Life Group of Companies and Director on the boards of Healing Lives Solutions Pvt. Ltd., Altaire Insights, Season Two Management Services Pvt. Ltd. and Reflections Infosystems Pvt. Ltd.

Mrs. Nair does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mrs. Nair fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Non-Executive Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms.

Nair as Non-Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Nair as an Independent Non-Executive Director for a term of five consecutive years from April 01, 2020 to 31<sup>st</sup> March, 2025. Mrs. Nair would bring with her immense experience to the Company in the areas of Technology, data analytics and operations. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for the approval by the members. Mrs. Nair is not related to any Director of the Company.

Except Mrs. Nair, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

**Item No. 6**

Mr. George Joseph was appointed as Joint Managing Director of the Company for a period of two years effective from July 9, 2018, post approval of Members. The present term of Mr. George Joseph ends on July 8, 2020. Mr. George Joseph ends on July 8, 2020. The Company having considered his abilities namely Visionary Leadership, Ability to motivate Employees across all the levels, effective management and empowerment of Leadership Team members, effective communication, strong financial acumen, complex problem solving and effective decision making,

The Board, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, approved re-appointment of Mr. George Joseph as Joint Managing Director and Key Managerial Person (KMP) for a further term of two years. Your Board is glad to inform that Mr. George Joseph is blessed with abilities like visionary leadership, ability to motivate employees across all the levels, effective management, empowerment of Leadership Team members, effective communication, strong financial acumen, and effective decision making. Mr. George Joseph, who has been associated with the Company since June 2011 has held various positions on the Board and is well acquainted with the operations of the Company.

Mr. George is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment. The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

Mr. George is not a relative of any of the Directors of the Company and neither he nor his relatives hold any shares in the Company. Apart from being a Director of the Company, Mr. George Joseph is also a Director of Creditaccess Grameen Limited and Muthoot Asset Management Private Limited.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this appointment. Accordingly, the Board recommends the passing of Special Resolution as set out in Item no. 6 of the Notice for the approval of Members.

Through this Special resolution, it is also proposed to give effect to his continuation in the role of Joint Managing Director as he has attained the age of 70 years.

None of the Directors or Key Managerial Personnel or the relatives, except Mr. George Joseph are concerned or interested, financially or otherwise, in this resolution.

### STATEMENT OF INFORMATION FOR THE MEMBERS RELEVANT TO ITEM NO. 4 AND 6 PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

The Company envisages that during FY 2020-21 there may be no profit or the profit may be inadequate for paying Managerial Remuneration to Executive Directors and thus intends to pay the same as per Schedule V of the Companies Act, 2013. The disclosure to be made for information of members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

#### I. General information:

- (1) Nature of industry  
The Company is engaged in operating Amusement Parks and Resort.
- (2) Date or expected date of commencement of commercial production  
Since incorporation, the Company is engaged in operating Amusement Parks.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not Applicable
- (4) Financial performance based on given indicators

Particulars	₹ Lakhs		
	2019-20	2018-19	2017-18
<b>Income from operations</b>	<b>28,288.00</b>	<b>29,165.70</b>	<b>27,049.34</b>
Profit before exceptional items and tax (PBET)	7,366.92	8,403.84	5,924.16
Exceptional Items	1,891.93	-	-
<b>Profit Before Tax (PBT)</b>	<b>9,258.85</b>	<b>8,403.84</b>	<b>5,924.16</b>
Tax	2,780.45	2,862.43	2,073.77
<b>Profit After Tax (PAT)</b>	<b>6,478.40</b>	<b>5,541.41</b>	<b>3,850.39</b>

- (5) Foreign investments or collaborations, if any: NIL

#### II. Information about the appointee:

- (1) Background details  
Mr. George Joseph, Joint Managing Director, joined Wonderla Board in June 2011. Prior to joining Wonderla,

he was the Chairman & Managing Director of Syndicate Bank. Before joining Syndicate Bank he had worked with Canara Bank for 36 years. He joined Canara Bank as a Probationary Officer in 1969 and had worked in its different centers viz, Bangalore, Chennai, Kerala, Srinagar, Mumbai, Delhi etc., Also while with Canara Bank, he was the Chief Executive of the Exchange Company at Bahrain under Canara Bank management. He is a first rank commerce graduate from Kerala University. He also ranked 1st among the Indian candidates and 11th in the AIB Examination (London) of the Institute of Bankers, London. He is also a Certified Associate of Indian Institute of Banking & Finance.

Mr. Arun K. Chittilappilly, Whole-time Director, is armed with Masters in Industrial Engineering from Industrial Research Institute of Swinburne University (IRIS), Melbourne, Australia. He has been a key architect of Wonderla Holidays and has been actively involved in strategizing and conceptualizing the Wonderla Parks and Resort. Soon after his Masters, Mr. Arun got involved in the operations of Wonderla Kochi [earlier known as Veega Land]. Being well versed in industrial engineering and driven by his keen interest in the functioning of the amusement park, Mr. Arun set out to start his own venture. Believing that an amusement park in the same lines as the popular Veega Land would see great acceptance in Bangalore, he initiated the project in 2003 which was completed by 2005. The Bangalore Wonderla Park was designed as a grander version of the Kochi Park, using the latest technology to complement its umpteen attractions and facilities. Having been a part of the project right from its conceptual phase, Mr. Arun has witnessed and experienced the phenomenal growth of the amusement park. He holds a vision of rapid expansion across South India.

- (2) Past remuneration:

Director's Name	Remuneration (₹ Lakhs)	
	2019-20	2018-19
George Joseph	118.84	98.74
Arun K Chittilappilly#	69.86	97.86

#Appointed as Non-Executive Director w.e.f July 9, 2018

- (3) Recognition or awards: Nil

- (4) Job profile and his suitability

- i. Mr. George Joseph, Joint Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He is actively involved in business strategy and business development functions of the Company.

ii. Mr. Arun K Chittilappilly, Whole-time Director of the Company is highly experienced and has been providing significant contribution in marketing and business strategy of the Company.

(5) Remuneration proposed

Details of remuneration proposed for approval of the Shareholders at this 18th Annual General Meeting of the Company are as provided in the respective resolutions.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The current remuneration being paid to the Joint Managing Director and Whole-time Director (looking at the profile of the position and person) is commensurate with the size of the Company.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Apart from the remuneration and perquisites paid to them as Joint Managing Director/ Whole-time Director as stated above and their respective shareholding held directly in the Company, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

**III. Other information:**

(1) Reasons of loss or inadequate profits:

Closure of Parks and Resort due to Lockdown imposed by the Governments and uncertainty over re-opening of Parks due to spread of COVID.

(2) Steps taken or proposed to be taken for improvement:  
In the circumstances, the Company is dependent on the instructions from Governments.

(3) Expected increase in productivity and profits in measurable terms:

The Company is expected to do well in future.

**IV. Disclosures**

The following disclosures have been mentioned in the Board of Director's Report and/ or Corporate Governance Report:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees; and
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

By order of the Board  
For **Wonderla Holidays Limited**

**Srinivasulu Raju Y**  
Company Secretary  
ACS No: 23243

Place: Bangalore  
Date: May 26, 2020







## **Wonderla Holidays Limited**

Regd. Office: 28<sup>th</sup> KM, Mysore Road, Bangalore – 562 109  
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**[www.wonderla.com](http://www.wonderla.com)**