

WONDERLA HOLIDAYS LIMITED

Policy Title	Code of conduct for prevention of insider trading and code of practices and procedures for fair disclosure of unpublished price sensitive information
Approved by	Board of Directors
Date of Approval	30/03/2019
Effective date	01/04/2019

Introduction

The objective of this Policy is to give basic understanding of the law relating to insider trading and to reiterate WONDERLA HOLIDAYS LIMITED (hereinafter referred to as "**the Company**") policy and code for dealing in the securities of the Company. It includes providing guidance to designated persons and connected persons on the procedures of preclearance/ reporting to be followed when trading in the securities of the Company.

The Policy and Obligations

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every director, officer, designated persons of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Wonderla Holidays Limited hereby notifies that this Code of conduct is to be followed by all designated persons and connected persons.

1. Definitions

1.1 Act means the Securities and Exchange Board of India Act, 1992.

1.2 Company means Wonderla Holidays Limited.

1.3 Compliance Officer means the Company Secretary.

1.4 Connected Person includes –

- i. A Director of the Company;
- ii. A Key Managerial Personnel of the Company;

- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to Unpublished Price Sensitive Information (UPSI) or reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI)
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to Unpublished Price Sensitive Information (UPSI) or reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI);
- vi. An employee of the Company who has access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to have access to Unpublished Price Sensitive Information (UPSI);
- vii. Any person who has a professional or business relationship and that relationship, directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;
- viii. Any person classified as a “**Designated Person**” defined as below:
 - a. Promoters of the Company;
 - b. Directors of the Company;
 - c. All employees of the Company in the grade of Manager (M12) and above;
 - d. the executive/personal secretarial staff of the Chairman , CEO & Managing Director
 - e. Any other Connected Person designated by the Board members on the basis of their functional role in the organisation.
 - f. persons (including representatives of the auditors, accountancy firms, analysts, consultants etc.,) as identified by the Board in line with the objectives of the Code.
 - g. Immediate relatives of ‘a’ to ‘f’ above.

The persons enumerated below shall be **deemed to be Connected Persons** if such person has access to UPSI or is reasonably expected to have access to UPSI

- a. Immediate relative of Connected Persons;
- b. A holding company or associate company or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof; An investment company, trustee company, asset management company or an employee or director thereof;
- d. An official of a stock exchange or of clearing house or corporation;
- e. A member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof;
- f. A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
- g. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- h. A banker of the Company;
- i. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company,

has more than 10%percent of the holding or interest.

1.5 Contra Trade means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.”

1.6 Director means a director appointed to the Board of a Company.

1.7 Free Period means any Period other than the Prohibited Period.

1.8 Immediate Relative means a spouse, and includes parent, sibling and child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to Trading in securities.

1.9 Insider means any person who is a "Connected Person" or " in possession of or having access to unpublished price sensitive Information.

1.10 Insider Trading means when insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions.

1.11 Officer means and includes any employee of the Company in the rank of senior manager and above cadre and includes Auditors of the Company;

1.12 Price Sensitive Information shall mean any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of Company.

Explanation: The following shall be inter alias, deemed to be price sensitive information:-

- (a) periodical financial results of the Company;
- (b) intended declaration of dividends (both interim and final);
- (c) issue of securities or buy-back of securities;
- (d) any major expansion plans or execution of new projects;
- (e) amalgamation, mergers or takeovers;
- (f) disposal of the whole or substantial part of the undertaking;
- (g) any significant changes in policies, plans or operations of the Company.
- (h) disruption of operations due to natural calamities;
- (i) commencement of any new commercial production or commercial operations where the contribution there from is likely to exceed 10% of the total turnover of the Company during that financial year;
- (j) developments with respect to changes in pricing / realisation on goods and services arising out of changes in government policy;
- (k) Litigation/dispute with a material impact;
- (l) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- (m) Any information which, if disclosed, in the opinion of the person disclosing the same is likely

to materially affect the prices of the securities of the Company;

1.13 Prohibited Period means the period commencing from the date on which the Company intimates to Stock Exchanges about the date of the Board Meeting, wherein the price sensitive information (other than financial results) would be considered and upto 48 hours after the price sensitive information is submitted to the Stock Exchanges.

In case of consideration of financial results by the Board of Directors of the Company, the trading restriction shall be applicable from the end of every quarter till 48 hours after the declaration of financial results.

1.14 Trading means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

1.15 Trading day means a day on which the recognized stock exchanges are open for trading;

1.16 Unpublished means information which is not published by the Company or its agents and is not specific in nature.

Explanation: Speculative reports in print or electronic media shall not be considered as published information.

1.17 Unpublished price sensitive information means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

Note: Words and expressions used and not defined in this policy shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

2. Compliance Officer

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Chief Financial Officer/ Board of Directors of the Company.

Duties of Compliance Officer

The Compliance Officer shall

- (a) maintain a record of designated persons and any changes made to the list of Connected Persons.
- (b) specify Prohibited Period from time to time in consultation with Vice President-Finance / Board of Directors and immediately make an announcement thereof to all concerned.
- (c) maintain a record of Prohibited Period specified from time to time.
- (d) be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated persons and their relatives' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Company's Board .
- (e) maintain records of all the declarations submitted in the appropriate form given by the Designated persons for a minimum period of three years.
- (f) place before the Vice President-Finance / Board of Directors , on a monthly basis all the details of the dealing in the securities by Designated persons of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in these rules.
- (g) from time to time inform the Stock Exchanges of any price sensitive information on immediate basis.
- (h) intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.
- (i) be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Vice President-Finance/ Board of Directors.
- (j) inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of violation.

3. Preservation of "Price Sensitive Information"

Designated persons shall maintain the confidentiality of all Price Sensitive Information. Employees/ directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

3.1 Need to know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise

to a conflict of interest or appearance of misuse of information.

3.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

4. Prohibition on Trading, Communicating or Counseling on Matters Relating to Insider Trading

No Insider shall -

(a) either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information;

(b) communicates, counsel or procures, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

Provided the restriction in 4 (a) above shall not apply to:

- i) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of this Code of Conduct and both parties had made a conscious and informed trade decision; and
- ii) Trades pursuant to a Trading Plan set up in accordance with this Code of Conduct.

5. Trading Restrictions

Designated persons of the Company shall be subject to trading restrictions as enumerated below:-

5.1 Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the designated persons will, during that period, often possess unpublished price sensitive information. During such sensitive times, designated persons will have to forego the opportunity of trading in the Company's securities. The designated persons of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window

is closed shall be termed as prohibited period.

5.2 The trading window shall be, inter-alia, closed at the time of:-

- (a) Declaration of Financial results (quarterly, half-yearly and annual)
- (b) Declaration of dividends (interim and final)
- (c) Issue of securities by way of public/ rights/bonus, etc.
- (d) Any major expansion plans or execution of new projects
- (e) Amalgamation, mergers, takeovers and buy-back
- (f) Disposal of whole or substantially whole of the undertaking
- (g) Any changes in policies, plans or operations of the Company, disruption of operations due to natural calamities;
- (h) Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- (i) Developments with respect to changes in pricing/ realisation on goods and services arising out of changes in government policy;
- (j) Litigation/dispute with a material impact;
- (k) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- (l) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

5.3. The period of closure shall be effective as specified in "Prohibited Period".

5.4 The trading window shall be opened 48 hours after the information referred in 5.2 is made public.

5.5 Designated persons of the Company shall trade in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

5.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

6. Pre-clearance of trades

i. **Designated Persons** may Trade in the securities of the Company when the trading window is open, after obtaining pre-approval Company by submitting an application as per **Annexure – I** and an undertaking as per **Annexure – II**.

- ii. Designated Persons shall not trade in shares of the Company and shall not apply for pre clearance if such designated persons are in possession of UPSI even if the trading window is open.
- iii. The Compliance Officer shall not approve any proposed trade by designated person if the Compliance Officer determines that such designated Person is in possession of UPSI even though the trading window is open.
- iv. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a designated person, on the condition that the trade so approved shall be executed within seven trading days following the date of approval.
- v. The designated person shall, within two days of the execution of the trade, submit the details of such trade to the Compliance Officer **as per Annexure - III**. In case the transaction is not undertaken, a report to that effect shall be filed in the **said form**.
- vi. If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- vii. A designated person who trades in securities without complying with the pre-clearance procedure as envisaged in these Code of Conduct or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Code of Conduct.
- viii. Nothing in this rule shall apply, if the cumulative trading whether in one transaction or a series of transactions **in any financial year does not exceed Rs 10 lakh (Ten lakhs in market value)** or such other amount as may be specified by the Board of Directors from time to time provided the designated person is not in possession of UPSI while executing the trade.

ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- i. No designated persons shall enter into derivative transactions in respect of the securities of the Company.
- ii. No designated person shall do intra-day trading in the securities of the Company.
- iii. All designated persons who trade in the securities of the company shall not enter into an opposite transaction/contra trade (buy and sell any number of shares and vice versa) during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI. However the compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing.
- iv. The above restriction on opposite transaction/contra trade shall not apply in case of exercise / sale of ESOP shares provided the designated persons do not possess UPSI and the sale is executed when the trading window is open.
- v. Provided that restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.”

TRADING PLAN

- i. An INSIDER shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a “Trading Plan”) and present it to the Compliance Officer for approval and public

disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.

ii. The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

iii. TRADING PLAN shall

a. Not entail starting of trading on behalf of the insider earlier than 6 months from the public disclosure.

b. Entail trading period of 12 months. Not entail overlap of any period for which another trading plan is already in place.

c. Not entail trading during the period between 20 trading days before the last day of any quarterly/half yearly/annual financial period for which the results are required to be announced and two trading days after the disclosure of such results.

d. Set out the values of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected. Not entail trading in securities for market abuse.

e. The compliance officer after reviewing the plan would approve the plan. Upon approval shall notify the stock exchanges.

f. Implementation of the trading plan shall not be commenced if any UPSI in possession of insider at the time of formulating the plan has not become available at the time of implementation of the plan. In such case the commencement ought to be deferred.

g. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan without being entitled to either deviate from it or to execute any trade in the securities out the scope of the plan.

7. Reporting Requirements for transactions in securities

7.1 Initial Disclosures

Every person on appointment of as a KMP or a Director of the Company or upon becoming a Promoter shall disclose his/ her and immediate relatives holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per **Form B**.

7.2 Continual Disclosures

(a) Every designated person of the Company shall disclose to the Company, in **Form C**, the number of securities acquired or disposed of within two trading days of such transaction if the value of securities traded, whether in transaction or a series of transactions over any calendar quarter aggregates to a traded value in excess of ten lakh rupees or any revised limits notified by SEBI from time to time.

(b) The aforesaid disclosure has to be made within 2 working days of:-

- (i) the receipt of intimation of allotment of shares; or
- (ii) the acquisition or sale of shares or voting rights as the case may be

(c) The disclosures under this Clause shall be sent to the Compliance Officer/ Company Secretary of the Company.

7.3 Disclosure by the Company to Stock Exchanges

Within 2 days of the receipt of the disclosures under Clause 6.2 of the code, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed.

7.4 Disclosures by other connected persons

The Board of Directors/ Audit Committee may require any other connected person to disclose the holdings and trading in securities of the Company as per **Form D** at such frequency as the Board may determine.

7.5 Annual Disclosure by designated persons

The designated persons shall disclose their shareholding in the Company as on 31st March of every year in **Form E**.

8. Penalty for contravention of Code of Conduct

Any designated person who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

Designated persons of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed

accordingly.

10. Miscellaneous

i. The Board of Directors are empowered to amend, modify, interpret these rules and such rules shall be effective from such date that the Board may notify in this behalf.

ii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the designated persons for a minimum period of three years. The Compliance officer shall place before the Vice President-Finance/ Board of Directors on a monthly basis all the details of the dealing in the securities by designated persons of the Company and the accompanying documents that such persons had executed under the pre - dealing procedure as envisaged in this code.

Annexure - I

(To be submitted in duplicate)

Application for Pre-clearance of Trade under SEBI (Prohibition of Insider Trading) Regulations, 1992

To

The Compliance Officer

Wonderla Holidays Limited

1	Name of the applicant	:	
2	Designation	:	
3	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	:	
4	Nature of securities held	:	*Equity Shares/ Debentures/ Other Securities
5	Mode in which the securities are held	:	
6	The Proposal is for	:	(a) Acquisition in the open market (b) Subscription to the securities (c) Sale of securities
7	Proposed date of dealing in securities	:	
8	Nature of proposed dealing	:	Purchase / Sale of Securities
9	Estimated number of securities Proposed to be acquired/subscribed/sold	:	
10	Price at which the transaction is proposed	:	
11	Current market price (as on the date of application)	:	
12	Whether the proposed transaction will be through stock exchange or off market deal	:	
13	Proposed mode of dealing in securities	:	Physical / Dematerialised
14	If securities are held/proposed to be dealt in dematerialised form	:	
	Name of the Depository DP ID Number Client ID number	:	

In relation to the above Dealing, I undertake that:

- a. I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- b. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after signing the undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c. I have not contravened the provisions of the Code of conduct for prevention of insider trading as notified by the Company from time to time;
- d. I have made full and true disclosure in the matter;
- e. I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.

(Signature)

Place:

Date:

Annexure - II

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Wonderla Holidays Limited

I, _____, _____ of the Company
residing at _____, am desirous of trading
in _____ shares of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up
to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after
the signing of this undertaking but before executing the transaction for which approval is
sought, I shall inform the Compliance Officer of the same and shall completely refrain from
trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code of Conduct as notified by the
Company from time to time.

In the event of this transaction being in violation of the Code of Conduct or the applicable laws,
(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the
Company and its directors and officers, (the 'indemnified persons') for all losses, damages,
fines, expenses, suffered by the indemnified persons,
(b) I will compensate the indemnified persons for all expenses incurred in any investigation,
defense, crisis management or public relations activity in relation to this transaction and
(c) I authorize the Company to recover from me, the profits arising from this transaction and
remit the same to the SEBI for credit of the Investor Protection and Education Fund
administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a
'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven trading days of the receipt of
approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature: _____

Name:

Date :

Annexure - III

DISCLOSURE OF TRANSACTIONS WITH REFERENCE TO PRE-CLEARANCE APPROVAL OBTAINED.

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Wonderla Holidays Limited.

I hereby inform that I have not bought / sold/ subscribed any securities of the Company

or

I have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)
(Strike out whichever is not applicable)

Name of holder	No. of securities Traded	Bought/ subscribed	DP Id/ Client Id/ Folio No.	Transaction value (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _____

Name:

Date :

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

Form C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other suchpersons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	TransactionType (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding
1	2	3	4	5	6	7	8	9	10

Date of allotment advice/acquisition of shares/	Date of intimation onto company	Mode of acquisition /disposal (on market/public/rights/preferenti	Trading in derivatives (Specify type of contract, Futures or Options etc)	Exchange on which the trade was executed

sale of shares specify			aloffer / offmarket/ Inter-se transfer, ESOPsetc.)							
From	To			Type of contract	Contract specifications	Buy		Sell		
						Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
11	12	13	14	15	16	17	18	19	20	21

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	TransactionType (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding
1	2	3	4	5	6	7	8	9	10

Date of allotment advice/acquisition of shares/sale of shares specify	Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer / offmarket/ Inter-se transfer, ESOPsetc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)	Exchange on which the trade was executed

From	T o			Type of contra ct	Contra ct specifi cations	Buy		Sell		
						Notio nal Value	Numbe r of units (contra cts * lot size)	Notio nal Value	Numb er of units (contr acts * lot size)	
11	1 2	13	14	15	16	17	18	19	20	21

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM E

To
The Compliance Officer
Wonderla Holidays Limited,

Reg: Annual Disclosure of shareholdings in terms of the Code of Conduct for Prevention of Insider Trading by Designated Persons.

Following are the details of shares held by me, _____(Name), (Designation and Department), and my immediate relatives and persons with whom I share a material financial relationship (as defined in the Code).

Name, Address & Contact details	Relationship	PAN	No. of shares held in the Company as on 31 st March	Folio No./ DP Id/ Client Id
	Self			
Immediate Relatives & persons with whom I share a material financial relationship				
1				
2				

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

POLICY

SEBI Regulations require the Company to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the SEBI Regulations.

CODE OF FAIR DISCLOSURE PRACTICES:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

PUBLIC REPRESENTATION OF THE COMPANY.

The Company honors the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as media, the financial community, employees, shareholders, agents, dealers and distributors, the Company shall be represented only by specifically authorized

person(s) by the Board. It shall be the sole responsibility of these authorized representatives to disclose information about the company.

MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS:

The Code of conduct which is elaborated in the beginning comprising of duties and powers of the compliance officer along with the detailed procedure to monitor the prohibition of insider trading of company securities. However the gist of minimum standards required are reproduced.

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than a year.

2. The information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

3. Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.

4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

7. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9. The code of conduct has specified reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed. "Provided that this shall not be applicable for trades pursuant to exercise of stock options."

10. The code of conduct has specified the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11. The code of conduct has stipulated formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

12. Without prejudice to the power of the Board under the Act, the code of conduct has stipulated the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct.

13. The code of conduct has specified that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall inform the Board promptly.

14. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

Any contravention to the policy will attract the penal provisions under Section 15G of SEBI Act. Any person, employee, directors, KMP contravenes the provisions of Insider Trading regulations shall be punishable with a fine of Rs. 10 lakhs which may extend to Rs. 25 Crores or imprisonment for a period 2 years or both.

RESPONDING TO MARKET RUMOURS

The Company’s general policy is not to comment upon such rumours.

In case there is any query or request for verification of market rumours by the stock exchanges, the Company Secretary shall carry out preliminary enquiry/investigation into the circumstances resulting in origination of the rumour so as to ascertain the exact basis and nature of the rumour, actual/potential effect on movement of prices of the securities and other related factors; and an internal report will be prepared on the basis of the above and forwarded to the Chairman and/or Managing Director, CEO, CFO and Chief Investor Relation officer for deciding the response in the form of clarification, denial or rebuttal to be given to the stock exchange. If necessary, appropriate press release may also be given for information of the general investors.

DISCLOSURE/ DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

Only public information to be provided. The Company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives including the Chief Investor Relations Officer be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

Handling of unanticipated questions. The Company shall be careful when dealing with analysts, questions that raise issues outside the intended scope of discussion. The Chief Investor Relations Officer, should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the

Managing Director/ Chief Executive Officer/ Chief Financial Officer. If the answer includes Price Sensitive Information, a public announcement should be made before responding.

Simultaneous release of information. When the Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

For the purpose of illustration, the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

VIOLATION OF THIS POLICY

Any violation of this policy by designated person shall be brought to the attention of the Chief Executive Officer, Chief Financial Officer, Compliance Officer and the Board of Directors and may constitute grounds for termination of service.