

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L55101KA2002PLC031224

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACW4514C

(ii) (a) Name of the company

WONDERLA HOLIDAYS LIMITED

(b) Registered office address

28th KM  
Mysore Road  
Bangalore  
Karnataka  
562109

(c) \*e-mail ID of the company

cs@wonderla.com

(d) \*Telephone number with STD code

08022010300

(e) Website

www.wonderla.com

(iii) Date of Incorporation

18/11/2002

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 12/08/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	R	Arts, entertainment and recreation	R4	Sports, amusement and recreation activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	56,532,438	56,532,438	56,532,438
Total amount of equity shares (in Rupees)	600,000,000	565,324,380	565,324,380	565,324,380

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	60,000,000	56,532,438	56,532,438	56,532,438
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	565,324,380	565,324,380	565,324,380

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	57	56,518,869	56518926	565,189,260	565,189,260	

<b>Increase during the year</b>	0	13,512	13512	135,120	135,120	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	13,512	13512	135,120	135,120	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	57	56,532,381	56532438	565,324,380	565,324,380	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE066O01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 20px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 30px; display: inline-block;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 150px; height: 30px; display: inline-block;"></div> Amount per Share/ Debenture/Unit (in Rs.) <div style="border: 1px solid black; width: 150px; height: 30px; display: inline-block;"></div>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

447,085,000

**(ii) Net worth of the Company**

8,095,108,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,172,640	33.91	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Promoter Group	20,272,308	35.86	0	
	<b>Total</b>	39,444,948	69.77	0	0

Total number of shareholders (promoters)

6

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,586,239	13.42	0	
	(ii) Non-resident Indian (NRI)	1,001,867	1.77	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	88	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	6,702,192	11.86	0	
7.	Mutual funds	465,656	0.82	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	989,178	1.75	0	
10.	Others            Trusts, IEPF, NBFC, Alternati	342,270	0.61	0	
	<b>Total</b>	17,087,490	30.23	0	0

Total number of shareholders (other than promoters)

35,561

Total number of shareholders (Promoters+Public/  
Other than promoters)

35,567

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

7

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STEINBERG INDIA EME	STANDARD CHARTERED BANK, Ser		IN	4,170,000	7.38
HANDELSBANKENS TI	JPMORGAN CHASE BANK N.A, MIN		IN	1,256,292	2.22
VALUEQUEST INDIA M	STANDARD CHARTERED BANK, Ser		IN	1,016,208	1.8
MERCURY SERIES UNIK	HSBC SECURITIES SERVICES 11TH F		IN	137,223	0.24
AIRAVAT CAPITAL HOI	HDFC BANK LIMITED CUSTODY OF		IN	81,172	0.14
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIMI		IN	28,295	0.05
INDIA PREMIUM FUNCI	STANDARD CHARTERED BANK, 23-		IN	13,002	0.03

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	26,712	35,565
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	1	1	0	7.34	0
<b>B. Non-Promoter</b>	1	5	0	6	0	4.69
(i) Non-Independent	1	2	0	3	0	4.69
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	6	1	6	7.34	4.69

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Melathodypathyapurayil	07972813	Director	0	
Arun Kochouseph Chitti	00036185	Managing Director	4,152,180	
Ramakrishnan Lakshmi	00238887	Director	0	
George Joseph	00253754	Director	0	
Priya Sarah Cheeran Jc	00027560	Director	2,652,848	
Gopal Srinivasan	00177699	Director	0	
Anjali Nair	08574898	Director	0	
Sateesh Seshadri	AIQPS9496J	CFO	100	
Srinivasulu Raju Y	ACFPY0352A	Company Secretar	170	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Kochouseph Thomas C	00020512	Director	07/10/2020	Retirement

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/08/2020	30,242	51	0.05

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2020	8	8	100
2	08/08/2020	8	6	75
3	07/10/2020	8	8	100
4	02/11/2020	7	5	71.43
5	02/02/2021	7	6	85.71
6	25/03/2021	7	5	71.43

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2020	4	4	100
2	Audit Committee	08/08/2020	4	4	100
3	Audit Committee	07/10/2020	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	02/11/2020	4	3	75
5	Audit Committee	02/02/2021	4	4	100
6	Stakeholders Forum	26/05/2020	4	4	100
7	Stakeholders Forum	08/08/2020	4	3	75
8	Stakeholders Forum	02/11/2020	4	3	75
9	Stakeholders Forum	02/02/2021	4	3	75
10	Nomination and Remuneration Committee	26/05/2020	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/08/2021
								(Y/N/NA)
1	Melathodypath	6	6	100	12	12	100	Yes
2	Arun Kochous	6	6	100	1	1	100	Yes
3	Ramakrishnar	6	6	100	4	4	100	Yes
4	George Josep	6	6	100	10	10	100	Yes
5	Priya Sarah C	6	3	50	1	1	100	Yes
6	Gopal Srinivas	6	2	33.33	12	7	58.33	No
7	Anjali Nair	6	6	100	9	9	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun K Chittilappilly	Managing Director	3,426,000	0	0	0	3,426,000
2	George Joseph	Non-Executive Director	1,074,000	200,000	0	0	1,274,000
	Total		4,500,000	200,000	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Satheesh Seshadri	CFO	3,703,000	0	0	0	3,703,000
2	Srinivasulu Raju Y	Company Secretary	1,116,000	0	0	0	1,116,000
	Total		4,819,000	0	0	0	0

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	M. Ramachandran	Chairman	0	550,000	0	0	550,000
2	Kochouseph Chittilappilly	Non-Executive Director	0	200,000	0	0	200,000
3	R. Lakshminarayanan	Non-Executive Director	0	400,000	0	0	400,000
4	Priya Sarah Cheera	Non-Executive Director	0	400,000	0	0	400,000
5	Gopal Srinivasan	Director	0	400,000	0	0	400,000
6	Anjali Nair	Director	0	400,000	0	0	400,000
	Total		0	2,350,000	0	0	0

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Somy Jacob

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6728

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

6

dated

08/06/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director



DIN of the director

00036185

To be digitally signed by



- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number 6269

Certificate of practice number 6728

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

WHL-MGT\_7\_VALIDATED DATA.pdf  
MGT 8 Wonderla 2021\_compressed.pdf  
Meetings for MGT 7.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company