

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

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 LIMITEI

(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

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

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 08/08/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

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	95
2	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	5

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	56,508,850	56,508,850	56,508,850
Total amount of equity shares (in Rupees)	600,000,000	565,088,500	565,088,500	565,088,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	60,000,000	56,508,850	56,508,850	56,508,850
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	565,088,500	565,088,500	565,088,500

(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				

At the beginning of the year	56,500,670	565,006,700	565,006,700	
Increase during the year	8,180	81,800	81,800	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	8,180	81,800	81,800	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	56,508,850	565,088,500	565,088,500	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0

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

(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	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

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

(iv) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			9,866,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			9,866,000

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

2,916,570,000

(ii) Net worth of the Company

8,185,257,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	39,188,538	69.35	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 NA	0	0	0	
	Total	39,188,538	69.35	0	0

Total number of shareholders (promoters)

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(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	5,289,773	9.36	0	
	(ii) Non-resident Indian (NRI)	751,950	1.33	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	20,514	0.04	0	
5.	Financial institutions	5,255	0.01	0	
6.	Foreign institutional investors	6,307,276	11.16	0	
7.	Mutual funds	3,515,885	6.22	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	601,050	1.06	0	
10.	Others HUF, NRI Non-repat, NBFC,	828,609	1.47	0	
	Total	17,320,312	30.65	0	0

Total number of shareholders (other than promoters) 27,003

**Total number of shareholders (Promoters+Public/
Other than promoters)** 27,010

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STEINBERG INDIA EME	Standard Chartered Bank, CRESCE			2,407,833	4.26
HANDELSBANKENS TI	JPMORGAN CHASE BANK N.A. IND			1,256,292	2.22
VALUEQUEST INDIA M	Standard Chartered Bank, CRESCE			1,130,186	2
RISING INDIA FOCUS F	Standard Chartered Bank, CRESCE			399,563	0.71
VIRGINIA TECH FOUNI	DEUTSCHE BANK AG, DB HOUSE H			370,000	0.65
JAPAN TRUSTEE SERVI	HSBC SECURITIES SERVICES 11TH F			233,386	0.41
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			110,414	0.2
BMO INVESTMENTS II	DEUTSCHE BANK AG, DB HOUSE H			95,277	0.17

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS TRUST S	BNP PARIBAS, CUSTODY OPERATIO			82,382	0.15
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			80,157	0.14
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			58,499	0.1
INDIA PREMIUM FUNE				55,502	0.1
LLOYD GEORGE INVES	DEUTSCHE BANK AG, DB HOUSE H			9,848	0.02
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			4,032	0.01
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			3,715	0.01
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			2,364	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			2,164	0
WORLD EX U.S. CORE	CITIBANK N.A. CUSTODY SERVICES			2,080	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			1,900	0
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			1,852	0
MORGAN STANLEY FR				194	

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)	26,605	27,008
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
A. Promoter	1	1	1	1	26.16	7.34
B. Non-Promoter	2	3	2	3	4.67	0

(i) Non-Independent	2	0	2	0	4.67	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	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
Total	3	4	3	4	30.83	7.34

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

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(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	
Kochouseph Thomas C	00020512	Whole-time director	14,784,168	
Arun Kochouseph Chitti	00036185	Director	4,148,180	
George Joseph	00253754	Managing Director	0	
Priya Sarah Cheeran Jc	00027560	Whole-time director	2,636,730	
Gopal Srinivasan	00177699	Director	0	
Ramakrishnan Lakshmi	00238887	Director	0	
Jacob Kuruvilla	ACAPA7259D	CFO	1,500	08/08/2019
Srinivasulu Raju Y	ACFPY0352A	Company Secretar	20	

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

5

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	09/07/2018	Change in designation
Arun Kochouseph Chitti	00036185	Managing Director	09/07/2018	Change in designation
George Joseph	00253754	Whole-time director	09/07/2018	Change in designation
Narayanan Nandakuma	AANPN6411D	CFO	29/10/2018	Cessation
Jacob Kuruvilla	ACAPA7259D	CFO	29/10/2018	Appointment

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	07/08/2018	26,537	48	44.88

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	26/05/2018	7	5	71.43
2	09/07/2018	7	4	57.14
3	07/08/2018	7	7	100
4	29/10/2018	7	6	85.71
5	25/01/2019	7	6	85.71
6	30/03/2019	7	4	57.14

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	26/05/2018	4	3	75
2	Audit Committee	07/08/2018	4	4	100
3	Audit Committee	29/10/2018	4	4	100
4	Audit Committee	25/01/2019	4	4	100
5	Stakeholder R	26/05/2018	4	4	100
6	Stakeholder R	07/08/2018	4	4	100
7	Stakeholder R	29/10/2018	4	4	100
8	Stakeholder R	25/01/2019	4	4	100
9	Nomination an	26/05/2018	4	3	75
10	Nomination an	09/07/2018	4	3	75

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	08/08/2019
								(Y/N/NA)
1	Melathodypath	6	6	100	12	12	100	Yes
2	Kochouseph T	6	6	100	3	3	100	Yes
3	Arun Kochous	6	5	83.33	5	5	100	No
4	George Josep	6	6	100	9	9	100	Yes
5	Priya Sarah C	6	1	16.67	1	0	0	Yes
6	Gopal Srinivas	6	3	50	9	5	55.56	No
7	Ramakrishnar	6	5	83.33	12	11	91.67	No

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	George Joseph	Joint Managing	3,874,000	6,000,000	0	0	9,874,000
2	Kochouseph Chittila	Executive Vice C	2,623,000	6,624,000	0	70,000	9,317,000
3	Priya Sarah Cheera	Executive Direct	2,782,000	4,398,000	0	0	7,180,000
	Total		9,279,000	17,022,000	0	70,000	26,371,000

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	Jacob Kuruvilla	CFO	1,529,000	0	0	0	1,529,000
2	Srinivasulu Raju Y	Company Secre	1,336,000	0	0	46,000	1,382,000
	Total		2,865,000	0	0	46,000	2,911,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun K Chittilappilly	Director	1,923,000	7,863,000	0	90,000	9,876,000
2	Gopal Srinivasan	Director	0	600,000	0	110,000	710,000
3	R. Lakshminarayan	Director	0	600,000	0	210,000	810,000
4	M. Ramachandran	Director	0	900,000	0	240,000	1,140,000
	Total		1,923,000	9,963,000	0	650,000	12,536,000

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

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(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

Whether associate or fellow Associate Fellow

Certificate of practice number

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. ... dated

(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:

1. 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.
2. 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

To be digitally signed by

Somy Jacob
Digitally signed by Somy Jacob
Date: 2019.09.07 12:53:10 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

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

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-
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List of attachments

Shareholders list 31032019_compressed.p
MGT 8 - 2019.pdf
Meetings for MGT 7-min.pdf

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