

# 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]



सत्यमेव जयते

# 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 LIMITE

(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

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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 10/08/2020

(b) Due date of AGM 30/09/2020

(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	56,518,926	56,518,926	56,518,926
Total amount of equity shares (in Rupees)	600,000,000	565,189,260	565,189,260	565,189,260

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	56,518,926	56,518,926	56,518,926
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	565,189,260	565,189,260	565,189,260

(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
<b>Equity shares</b>				
At the beginning of the year	56,508,850	565,088,500	565,088,500	

<b>Increase during the year</b>	10,076	100,760	100,760	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	10,076	100,760	100,760	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	56,518,926	565,189,260	565,189,260	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	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				
<b>At the end of the year</b>	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			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			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

2,828,800,000

(ii) Net worth of the Company

8,589,319,000

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	19,060,308	33.72	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	20,264,808	35.85	0	
	<b>Total</b>	<b>39,325,116</b>	<b>69.57</b>	<b>0</b>	<b>0</b>

**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	5,383,759	9.53	0	
	(ii) Non-resident Indian (NRI)	872,206	1.54	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	39,545	0.07	0	
6.	Foreign institutional investors	8,700,817	15.39	0	
7.	Mutual funds	561,255	0.99	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	887,084	1.57	0	
10.	Others NBFC, Clearing Members, A	749,056	1.33	0	
	<b>Total</b>	17,193,810	30.42	0	0

Total number of shareholders (other than promoters) 26,708

Total number of shareholders (Promoters+Public/  
Other than promoters) 26,714

(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 Sec			3,667,710	6.49
HANDELSBANKENS TI	JP Morgan Chase Bank N.A. Minds			1,256,292	2.22
VALUEQUEST INDIA M	STANDARD CHARTERED BANK Sec			1,016,208	1.8
OLD WELL EMERGING	STANDARD CHARTERED BANK Sec			846,000	1.5
VIRGINIA TECH FOUNI	DEUTSCHE BANK AG, DB HOUSE, F			533,597	0.94
RISING INDIA FOCUS F	STANDARD CHARTERED BANK Sec			399,563	0.71
FIDELITY ASIAN VALU	JP Morgan Chase Bank N.A. Minds			214,539	0.38
JAPAN TRUSTEE SERVI	HSBC SECURITIES SERVICES, NESCO			165,696	0.29

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MERCURY SERIES UNIK	DEUTSCHE BANK AG, DB HOUSE, F			101,834	0.18
BMO INVESTMENTS II	DEUTSCHE BANK AG, DB HOUSE, F			95,277	0.17
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			83,094	0.15
KAPITALFORENINGEN	JP Morgan Chase Bank N.A. Minds			65,993	0.12
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			62,647	0.11
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			47,441	0.08
AIRAVAT CAPITAL HOI	SBI SG GLOBAL SECURITIES SERVIC			42,849	0.08
PINEBRIDGE INDIA EQ	CITIBANK N.A. CUSTODY SERVICES			35,421	0.06
BNP PARIBAS TRUST S	BNP PARIBAS, CUSTODY OPERATIO			25,527	0.05
INDIA PREMIUM FUNE	STANDARD CHARTERED BANK Sec			13,002	0.02
LLOYD GEORGE INVES	DEUTSCHE BANK AG, DB HOUSE, F			9,484	0.02
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			6,615	0.01
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE, F			4,032	0.01
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE, F			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

**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)	27,008	26,712
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	1	26.38	7.34
<b>B. Non-Promoter</b>	2	3	2	3	4.68	0
(i) Non-Independent	2	0	2	0	4.68	0
(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>	<b>3</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>31.06</b>	<b>7.34</b>

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

**(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	14,912,128	
George Joseph	00253754	Managing Director	0	
Arun Kochouseph Chitti	00036185	Director	4,148,180	
Priya Sarah Cheeran Jc	00027560	Whole-time director	2,645,348	
Gopal Srinivasan	00177699	Director	0	
Ramakrishnan Lakshmi	00238887	Director	0	
Sateesh Seshadri	AIQPS9496J	CFO	100	
Srinivasulu Raju Y	ACFPY0352A	Company Secretar	20	

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

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)
Jacob Kuruvilla	ACAPA7259D	CFO	08/08/2019	Cessation
Satheesh Seshadri	AIQPS9496J	CFO	08/08/2019	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	08/08/2019	26,716	45	9.42

### 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	15/05/2019	7	5	71.43
2	08/08/2019	7	6	85.71
3	29/10/2019	7	6	85.71
4	28/01/2020	7	7	100
5	25/02/2020	7	6	85.71
6	21/03/2020	7	6	85.71

### C. COMMITTEE MEETINGS

Number of meetings held

12

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 Committ	15/05/2019	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
2	Audit Committee	08/08/2019	4	4	100
3	Audit Committee	29/10/2019	4	3	75
4	Audit Committee	28/01/2020	4	3	75
5	Stakeholders Forum	15/05/2019	4	3	75
6	Stakeholders Forum	08/08/2019	4	3	75
7	Stakeholders Forum	29/10/2019	4	4	100
8	Stakeholders Forum	28/01/2020	4	4	100
9	Nomination and Remuneration	15/05/2019	3	3	100
10	Nomination and Remuneration	08/08/2019	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 10/08/2020 (Y/N/NA)
		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	
		1	Melathodypathy	6	6	100	11	11
2	Kochouseph T	6	6	100	1	1	100	Yes
3	George Josep	6	6	100	9	9	100	Yes
4	Arun Kochous	6	4	66.67	5	2	40	Yes
5	Priya Sarah C	6	5	83.33	1	0	0	Yes
6	Gopal Srinivas	6	4	66.67	8	5	62.5	No
7	Ramakrishnar	6	6	100	11	11	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	George Joseph	Joint Managing	4,620,000	7,264,000	0	0	11,884,000
2	Kochouseph Chittila	Wholetime Direc	3,600,000	7,264,000	0	0	10,864,000
3	Priya Sarah Cheera	Executive Direct	3,000,000	4,843,000	0	0	7,843,000
	Total		11,220,000	19,371,000	0	0	0

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jacob Kuruvilla	CFO	1,277,000	0	0	0	1,277,000
2	Satheesh Seshadri	CFO	5,330,000	0	0	0	5,330,000
3	Srinivasulu Raju Y	Company Secre	1,518,000	0	0	45,000	1,563,000
	Total		8,125,000	0	0	45,000	0

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	0	6,986,000	0	130,000	7,116,000
2	M. Ramachandran	Director	0	1,100,000	0	315,000	1,415,000
3	Gopal Srinivasan	Director	0	800,000	0	150,000	950,000
4	R. Lakshminarayan	Director	0	800,000	0	315,000	1,115,000
	Total		0	9,686,000	0	910,000	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

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:

- 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

George Joseph

DIN of the director

00253754

To be digitally signed by

Somy Jacob  
Digitally signed by Somy Jacob  
Date: 2020.09.15 16:14:59 +05'30'

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  
Meetings for MGT 7.pdf  
Wonderla MGT 8\_compressed.pdf

Remove attachment

Modify

Check Form

Pre scrutiny

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