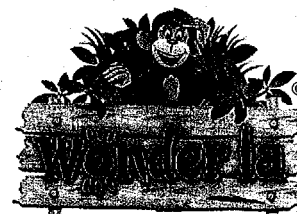


Wonderla Holidays Limited

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AMUSEMENT PARK & RESORT

Quarterly Compliance Report on Corporate Governance

Name of the Company: **WONDERLA HOLIDAYS LIMITED**

Quarter ending : **30th September 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 1		
(A) Composition of Board	49 (IA)	Yes	The present Board of the Company consists of 5 directors, of which 2 are Independent Directors. George Joseph an Independent director is the Chairman of the Board.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The non Executive Directors of the Company are paid sitting fees, which is duly approved by the Board of directors of the Company and the same is within the limits specified in Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. 12 th Annual General meeting of the Company approved payment of all compensation paid to non-executive directors, including independent director which is fixed by the Board of Directors of the Company.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	The Board meets at least four times a year, with a maximum time gap of four months between any two meetings and all the information given in Annexure-IA of Listing Agreement are placed before the meeting. The Directors are reporting their directorships in other companies, position in various committees and changes therein if any, immediately to the Company. The Board also reviews compliance reports of all laws

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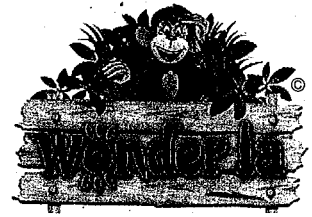


AMUSEMENT PARK & RESORT

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			applicable to the Company on a quarterly basis and the various steps taken by the Company to rectify instances of non-compliances, if any.
(D) Code of Conduct	49 (ID)	Yes	The Board has laid down the code of conduct for all Board members and senior management of the Company.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee of the Company consists of Two Non-Executive Independent Directors and One Executive Director, all having expertise and good experience in the areas of Finance. Mr. George Joseph who holds B.Com, CAIIB, AIB (London) degrees, is the chairman of the Audit Committee.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Audit Committee members meet periodically to review the quarterly unaudited financial results of the Company and the Internal audit report.
(C) Powers of Audit Committee	49 (IIC)	Yes	The terms of reference of Audit Committee are as per the Listing Agreement.
(D) Role of Audit Committee	49 II(D)	Yes	The Role of Audit Committee as per the Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	All mandatory items are invariably reviewed by the Audit Committee members at their meetings.
III. Subsidiary Companies	49 (III)	N.A	Companies do not have Subsidiary Companies.
IV. Disclosures	49 (IV)	Yes	

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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(A) Basis of related party transactions	49 (IV A)	YES	A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit committee on a quarterly basis.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Presently there is no change in the Accounting policies and Standards adopted by the Company.
(C) Board Disclosures	49 (IV C)	Yes	The various required disclosures are periodically placed before the Audit Committee for its review and recommendation made by the committee, if any, are placed before Board.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Recently the Company has raised money through public issue, and the same is disclosed, reviewed by the Board, on a quarterly basis. Company has not received any proceeds from rights issue, preferential issues etc.
(E) Remuneration of Directors	49 (IV E)	Yes	Details relating to payment of remuneration to Directors have been disclosed in the Annual Report of the Company for the year 2013-14.
(F) Management	49 (IV F)	Yes	The Management Discussion and Analysis report has been included in the Annual Report 2013-2014 covering various aspects of Industry structure and developments, Opportunities and Threats, business performance, Outlook, Risks and concerns, Internal control systems and their adequacy.
(G) Shareholders	49 (IV G)	Yes	The Company has duly constituted Stakeholders Relationship Committee under the chairmanship of an Independent Director to take care of

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AMUSEMENT PARK & RESORT

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			all the matters concerning the investor's interest. Details of Directors seeking appointment and re-appointment, their brief resume and nature of expertise etc. has been incorporated in the Notice of annual Report for the year 2013-2014
V. CEO/CFO Certification	49 (V)	Yes	Certificate signed by the Managing Director and CFO has been obtained and the compliance of the same has been mentioned in the annual Report for the year 2013-2014 of the Company.
VI. Report on Corporate Governance	49 (VI)	Yes	A detailed compliance report on Corporate Governance has been included in the Annual Report of 2013-2014. Further, corporate Governance Report for every quarter is sent to Stock Exchanges.
VII. Compliance	49 (VII)	Yes	The Company has obtained a certificate on compliance of conditions of Corporate Governance for the year 2013-2014 from the Statutory auditors M/s. B S R & Co. LLP, Chartered Accountants and the same has been included in the Annual Report for the Year 2013-2014.

Yours faithfully

For Wonderla Holidays Limited


Arun K Chittilappilly
Managing Director

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