

FORM NO. MGT-7

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

08037230372

(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

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES 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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 24/08/2023

(b) Due date of AGM 30/09/2023

(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	56,559,167	56,559,167	56,559,167
Total amount of equity shares (in Rupees)	600,000,000	565,591,670	565,591,670	565,591,670

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	56,559,167	56,559,167	56,559,167
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	565,591,670	565,591,670	565,591,670

(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	56,547,127	56547184	565,471,840	565,471,840	

Increase during the year	0	11,983	11983	119,830	119,830	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	11,983	11983	119,830	119,830	0
vi. Sweat equity shares allotted	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						
Physical shares converted to Demat mode						
Decrease during the year	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				0	0	
Physical shares converted to Demat mode						
At the end of the year	57	56,559,110	56559167	565,591,670	565,591,670	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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		
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

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

4,524,241,000

(ii) Net worth of the Company

9,496,181,000

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	29,691,870	52.5	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	9,753,078	17.24	0	
	Total	39,444,948	69.74	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	9,706,987	17.16	0	
	(ii) Non-resident Indian (NRI)	1,123,005	1.99	0	
	(iii) Foreign national (other than NRI)	900	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	3,219,772	5.69	0	
7.	Mutual funds	1,615,296	2.86	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,354,867	2.4	0	
10.	Others IEPF, TRUST, etc	93,304	0.16	0	
	Total	17,114,219	30.26	0	0

Total number of shareholders (other than promoters) 37,096

Total number of shareholders (Promoters+Public/
Other than promoters) 37,102

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

50

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			6,400	0.01
CC&L Q EMERGING M	HSBC SECURITIES SERVICES 11TH F			70,871	0.13
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			18,288	0.03
BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH F			66,499	0.12
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			6,957	0.01
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE H			85	0
STEINBERG INDIA EME	Securities Services, 3rd Floor 23-25			1,600,000	2.83
SEI INSTITUTIONAL IN	HSBC SECURITIES SERVICES, 11TH			60,863	0.11
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			28,605	0.05
NATIONAL RAILROAD	CITIBANK N.A. CUSTODY SERVICES			77,254	0.14
COMMONWEALTH OF	DEUTSCHE BANK AG DB HOUSE, H.			49,402	0.09
DOVETAIL GLOBAL FU	DBS BANK INDIA LTD FIRST FLOOR			23,345	0.04
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIMI			35,295	0.06
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVIC			32,231	0.06
LOS ANGELES CITY EM	202 West First Street Suite 500 Los			2,452	0
CC&L Q GLOBAL EQU	STANDARD CHARTERED BANK SEC			2,747	0
CC&L Q INTERNATIONAL	STANDARD CHARTERED BANK SEC			2,756	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
RUSSELL INVESTMENT	78 SIR JOHN ROGERSON'S QUAY D			20,468	0.04
ACADIAN ALL COUNT	260 FRANKLIN STREET BOSTON M,			10,162	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One			87,484	0.15
UBS FUND MANAGEM	AESCHENPLATZ 6			31,426	0.06
BNP PARIBAS ARBITRA	1 RUE LAFFITTE PARIS			66,251	0.12
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			7,825	0.01
VIRGINIA RETIREMENT	1200 EAST MAIN STREET RICHMON			41,239	0.07
PUBLIC EMPLOYEES RI	277 EAST TOWN STREET COLUMBU			4,953	0.01

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)	39,879	37,100
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	0	1	0	35.74	0
B. Non-Promoter	0	6	0	7	0	4.69
(i) Non-Independent	0	3	0	3	0	4.69
(ii) Independent	0	3	0	4	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	1	6	1	7	35.74	4.69

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
Arun Kochouseph Chitti	00036185	Managing Director	20,215,467	
Ramakrishnan Lakshmi	00238887	Director	0	
George Joseph	00253754	Director	0	24/05/2023
Priya Sarah Cheeran Jc	00027560	Director	2,652,848	
Gopal Srinivasan	00177699	Director	0	02/08/2023
Anjali Nair	08574898	Director	0	
K Ullas Kamath	00506681	Director	0	
Melathodypathyapurayil	07972813	Director	0	
Sateesh Seshadri	AIQPS9496J	CFO	4,630	
Srinivasulu Raju Y	ACFPY0352A	Company Secretar	470	

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

0

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)

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	24/08/2022	38,596	41	41

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	8	8	100
2	11/08/2022	8	6	75
3	09/11/2022	8	7	87.5
4	07/02/2023	8	6	75
5	21/03/2023	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

11

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	26/05/2022	4	4	100
2	Audit Committee	11/08/2022	4	3	75
3	Audit Committee	09/11/2022	4	3	75
4	Audit Committee	02/02/2023	4	3	75
5	Stakeholders Forum	26/05/2022	4	4	100
6	Nomination & Remuneration	26/05/2022	3	3	100
7	Nomination & Remuneration	18/01/2023	3	3	100
8	Risk Management	11/08/2022	5	4	80
9	Risk Management	07/02/2023	5	3	60
10	Corporate Social Responsibility	26/05/2022	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	24/08/2023
								(Y/N/NA)
1	Arun Kochous	5	5	100	7	7	100	Yes
2	Ramakrishnar	5	5	100	1	1	100	Yes
3	George Josep	5	4	80	4	3	75	Not Applicable
4	Priya Sarah C	5	4	80	1	1	100	Yes
5	Gopal Srinivas	5	1	20	7	4	57.14	Not Applicable
6	Anjali Nair	5	5	100	7	7	100	Yes
7	K Ullas Kamat	5	5	100	6	6	100	No
8	Melathodypath	5	5	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun K Chittilappilly	Managing Director	7,200,000	25,500,000	0	0	32,700,000
	Total		7,200,000	25,500,000	0	0	32,700,000

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	Satheesh Seshadri	CFO	8,270,000	0	0	0	8,270,000
2	Srinivasulu Raju Y	Company Secretary	2,853,000	0	0	0	2,853,000
	Total		11,123,000	0	0	0	11,123,000

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	1,100,000	0	0	1,100,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	R. Lakshminarayan	Non-Executive	0	800,000	0	0	800,000
3	George Joseph	Non-Executive	0	800,000	0	0	800,000
4	Priya Sarah Cheera	Non-Executive	0	800,000	0	0	800,000
5	Gopal Srinivasan	Director	0	800,000	0	0	800,000
6	Anjali Nair	Director	0	800,000	0	0	800,000
	Total		0	5,100,000	0	0	5,100,000

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

(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. ... 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

ARUN
CHITILAPPILLY
KOCHOUSEPH

DIN of the director

00036185

To be digitally signed by

SOMY
JACOB

☐ 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 Attachement(s), if any

List of attachments

Attach
Attach
Attach
Attach

MGT 8 Wonderla 2023.pdf
WHL_MGT 7_Validated file_31032023-cor
WHL_FPC_31032023.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