

# WONDERLA

PARKS AND RESORTS



**DELIVERING  
EXPERIENCE**  
Annual Report 2017-18



**WONDERLA HOLIDAYS LIMITED**

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## **Attention – Shareholders holding shares in physical form**

In terms of notification dated June 8, 2018 issued by Securities and Exchange Board of India, requests for transfer of shares in physical form shall not be processed by companies or Registrars with effect from December 6, 2018. Therefore, if you want to transfer your shares on or after December 6, 2018, please get your shares dematerialised.

## **Disclaimer**

Statements in this report that describe the Company's objectives, projections, estimates, expectations or predictions of the future may be 'forward-looking statements' within the meaning of the applicable securities laws and regulations. The Company cautions that such statements involve risks and uncertainty and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include raw materials' cost or availability, cyclical demand and pricing in the Company's principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business, and other factors relating to the Company's operations, such as litigation, labour negotiations and fiscal regimes.



**DELIVERING  
EXPERIENCE**  
Annual Report 2017-18

**Wonderla Holidays Limited is India's largest amusement park chain which operates with an aim to deliver unique, safe and memorable experiences to visitors across its parks in Bangalore, Kochi and Hyderabad.**

**At Wonderla we are able to deliver experience thanks to a wide variety of exiting rides, in park restaurants serving a vast variety of cuisines, merchandise and resort - all backed by the commitment and passion of our people and ICT enabled operations.**

**Vision**

**Adding 'Wonder' to lives and bringing people closer.**

**Mission**

**Build and operate resource efficient amusement spaces to deliver a fun, thrilling and hygienic experience to our guests.**

## Delivering Experience

Over 2.5 million people visited our parks in FY18. People visit amusement parks primarily for shared experiences and thereby to get closer. A wide variety of rides available to get exhilarated, excited, amused, entertained and safely terrified are the key differentiators to make our parks a favorite attraction. Wonderla, the largest amusement park chain in India has been expanding its parks in terms of rides since its inception.

## RIDES



From 15 rides in beginning, our park in Kochi is having 56 rides in FY18. In Bangalore the park commenced with 46 rides and today its 62. Our newest park in Hyderabad which commenced in FY17 has 44 rides. In FY18 Wonderla introduced India's first space flying experience in Hyderabad park with MISSION INTERSTELLAR

## Delivering Experience

Food has become a major factor of amusement park experience as visitors expect a higher calibre of cuisine wherever they go. This has led Wonderla to up the ante on the food offerings and invest more in our culinary departments. Today the three parks together we have 20 restaurants offering a wide variety of cuisines.

## FOOD



In FY18 the company came out with an attractive pricing for three, scrumptious meals [breakfast, lunch and snacks] inside the park, all for INR 299 or two meals [lunch and snacks] for INR 249.

The revenue pie of F&B in the non-ticket revenue increased from 24% in FY15 to 39% in FY18.



## Delivering Experience

At Wonderla, Information Communication Technology (ICT) is a key enabler for delivering visitor experience and for strengthening all our strategic initiatives. The company's key ICT goal is to make the park experience less stressful and more enjoyable and capture data on a real time basis. While many ICT applications have already been implemented, the next level technology solutions are in the pipe line for bettering the customer experience.



## TECHNOLOGY

Some of the key ICT solutions at Wonderla are RFID band for visitors for safe keeping of their belongings and for cash less transactions within the park and online booking facility for tickets, food and cabs.





## Delivering Experience

Wonderla Resort in Bangalore is a three Star leisure resort attached to the amusement park launched in March 2012. The resort has 84 luxury rooms. The resort also has 4 banquet halls / conference rooms, with a combined space of 8,900 sq. ft. with a capacity to hold 800 guests and a well equipped board room, suitable for hosting wedding receptions, parties and other corporate events and meetings.

At our Bangalore park amenities also include a multi-cuisine restaurant, rest-o-bar, solar heated swimming pool, recreation area, kids' activity centre and a well equipped gym.



## RESORTS



## Delivering Experience

Employee engagement has long been a key focus for Wonderla since its inception. We recognize that a happy and productive workforce will give our visitors a memorable experience and a day to remember.

## OUR PEOPLE



In FY18 the company initiated "Wonderla Stories" to identify employees who excelled in customer service.

We make our employees experience the Park as guests to understand customer experience, needs and expectations more closely.



## Wonderla Strategy

The core belief of Wonderla is that every once in a while people need to LET GO and break from the usual. When people just Let Go of their inhibition and have fun together, they GET CLOSER. And thus, Wonderla is a fun place where people GET CLOSER.

Since the formation of Wonderla in 2000, it has sought to diversify park locations as well as rides so as to make each park a memorable and entertaining experience for families as well as various social groups.

Underpinning this strategy is a focus on five growth drivers

Our Strategy	KPIs and Goals
SCALABILITY - EXPANSION THROUGH SETTING NEW AMUSEMENT PARKS	Company has acquired land in chennai and identifying potential opportunities for setting up new parks in other key geographies.
FOCUS ON IMPROVISING EXISTING PARKS TO IMPROVE FOOTFALLS	Evaluate customer preferences to innovate attractions based on popular concepts Develop the undeveloped land at existing parks to increase operational capacity.
ENHANCED VISITOR EXPERIENCE THROUGH PARKS INTEGRATED WITH RESORTS	Wonderla Resort enables visitors to stay longer at the park and increases spend per head Enhance visitor experience at other parks by integrating them with resorts.
EXPAND IN-HOUSE RIDE DESIGN AND MANUFACTURING CAPABILITIES	Introduce new rides and attractions based on customer preferences and research done by visiting parks in other parts of the world. Continue to invest in new manufacturing facilities at upcoming parks.
EXPAND REVENUE STREAMS AND INNOVATING MARKETING INITIATIVES TO SUPPLEMENT INCOME FROM ENTRY FEES	Bolster revenues from entry tickets by offering value-added services Introduce character and theme based attractions and promote this through marketing initiatives, ad campaigns using media as well as tour operators.



## Management Review

### Chairman's Message

#### Dear Shareholders

A warm welcome to the 16th annual general meeting of the company.

It is my privilege to address you through this letter, after taking over as Chairman of the Board from my predecessor Mr. George Joseph. George and I had a smooth transition during November, 2017. I am glad that we have been able to retain his experience and leadership with Wonderla. I would like to thank him for accepting the Board's request to continue with the company as Executive Vice Chairman.

My journey with Wonderla began on an exciting note. In the first few days after joining the board of the company, I had visited Bangalore and Hyderabad Parks. During these visits, I made it a point to experience the park as an external visitor rather than Chairman of the company. These visits provided memorable experience for me. Later, I visited our park at Kochi with my family including grandchildren. True to the theme of this report, I found the parks 'delivering experience'

When more and more people are getting glued to electronic gadgets and tend to remain in their personal space, amusement parks like Wonderla give an opportunity for families and friends to come together, have fun and frolic and experience togetherness.

in all aspects such as courteous staff, exciting rides, quality food at affordable rates, clean and hygienic environment.

#### FY18 Performance

Company's performance during FY 2018 had been a mixed bag. Revenue went up marginally – approximately 3% over previous year to Rs.2705 lakhs. This subdued growth was primarily due to the decline in number of visitors by 6.5 % compared to last year.

One of the major factor for this decline was increased ticket price in the first two quarters of the year while switching over from service tax to GST. During the 4th quarter we could stabilize the price factor and I hope we will have an improved flow of visitors in the coming quarters.

The board of directors of the company has recommended a final dividend of Rs.1.50 per equity share of the face value of Rs.10 subject to the approval of the members in the forthcoming annual general meeting.

#### A Strong Wonderla

Ethics and governance are the founding values at Wonderla. Our company has an experienced board, innovative senior leadership and an enthusiastic – mostly young staff. We give utmost importance to high operating standards and practices.

Health and safety of visitors and employees and commitment to the environment are fundamental to our business model. While the external environment tends to be unstable at times, the company

over the years have exhibited its ability to have an unwavering internal environment by way of innovation, cost control ,sense of urgency and control over operational aspects.

#### Current Scenario

The development of amusement parks is one of the factors in the development of the hospitality and tourism industry worldwide. Proactive government policy factors play a big role in the success of amusement parks industry which is in its early stage of development in India.

Amusement parks apart from an affordable - exciting leisure option for the middle class, also give employment opportunity to many semiskilled and unskilled youth especially from rural areas and small towns. It is a major trigger for indirect employment and small business opportunities for many people in the vicinity of the park.

When more and more people are getting glued to electronic gadgets and tend to remain in their personal space, amusement parks like Wonderla give an opportunity for families and friends to come together, have fun and frolic and experience togetherness. This in itself cannot be considered as a luxury . It is a facility which is not available in several municipal areas .Therefore, Government and local bodies should provide a reasonable tax structure for amusement parks industry , making it affordable to common people and attracting further investment.

During the year our company

along with our industry peers had engaged in continuous dialogue with the Government on the 28% GST factor which had adversely impacted our industry. The rate was reduced to 18% in January, 2018. On behalf of the company and industry, I thank the GST council for reducing the GST rate. We have passed on the benefit of tax reduction to our visitors.

The Amusement Park Industry Association is in talks with Government for modifying certain unaffordable local levies and your company is an active participant in this process.

### **Our people**

Wonderla's management team and employees are the foundation of delivering experience to our visitors. Together we will continue to drive the company's progress.

### **Our Social Initiatives**

Social responsibility is our founding principle envisioned by our promoters. Wonderla since its inception has been involved with various community development programs.

As part of the CSR initiatives the company allocates the annual CSR outlay directly to the beneficiaries as well as through donations to NGOs.

During FY18 the company spent Rs.124 Lakhs towards various CSR initiatives which includes Education, Healthcare, community developments and donations to NGOs for providing assistance to orphanage homes, old age homes & child welfare organizations.



On behalf of the Board of Directors and every member of Wonderla team, I wish to gratefully acknowledge the support and confidence of our Shareholders, Patrons, Investors, Regulators, Financial Institutions, Bankers and Vendors. I would also like to congratulate each and every member of Wonderla Team for their sincere and committed contribution. I look forward to their continued support.

My colleague Mr Arun Chittilappilly will elaborate further on our FY18 performance and operational strategies.

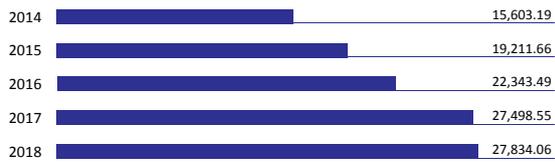
Best Wishes

**M Ramachandran**  
Chairman

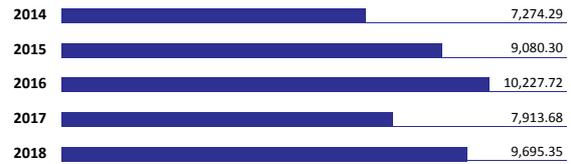


## Key Performance Indicators

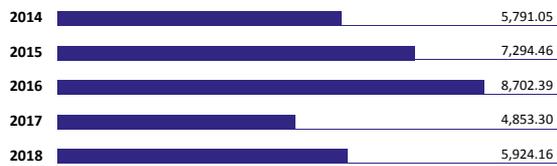
Turnover (Rs Lakhs)



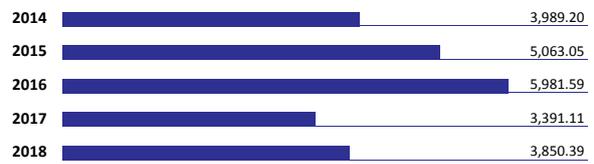
Operating Profit (Rs Lakhs)



Profit Before Tax (Rs Lakhs)



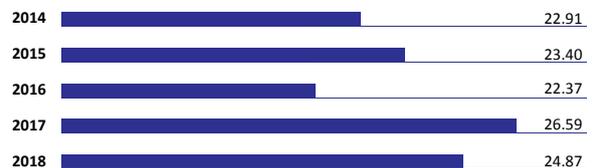
Profit After Tax (Rs Lakhs)



Net Worth (Rs Lakhs)



Number of Visitors (Lakhs)





## Financial Highlights

(Amounts in Rs lakhs, except as otherwise stated)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Footfall (lakhs)	24.87	26.59	22.37	23.40	22.91
<b>Income, Profit and Dividend</b>					
Revenue from operations	27,049.34	26,282.23	20,535.94	18,186.96	15,365.58
Profit Before depreciation, interest, exceptional items and tax (PBDIET)	9,695.34	7,913.67	10,227.72	9,080.30	7,274.28
Depreciation	3650.50	2,927.86	1,392.46	1,618.61	1,320.46
Finance cost	120.68	132.51	132.87	167.23	162.78
Profit before exceptional items and tax (PBET)	5924.16	4,853.30	8,702.39	7,294.46	5,791.04
Exceptional Items	-	-	-	-	-
Profit Before Tax (PBT)	5924.16	4,853.30	8,702.39	7,294.46	5,791.04
Tax	2073.77	1,462.19	2,720.80	2,231.41	1,801.85
Profit After Tax (PAT)	3850.39	3,391.11	5,981.59	5,063.05	3,989.20
Interim dividend - %	-	-	15.00	-	-
Interim dividend - ₹ Per Share	-	-	1.50	-	-
Dividend - %	15.00	10.00	5.00	15.00	15.00
Dividend - ₹ Per Share	1.50	1.00	0.50	1.50	1.50
<b>Share Capital, Assets and Book Value</b>					
Share Capital	5,650.07	5,650.07	5,650.07	5,650.07	4,200.00
Share capital suspense account	-	-	-	-	-
Reserves & Surplus/Other Equity	71611.60	68,415.00	34,650.44	29,994.40	10,792.64
<b>Net Worth (Shareholders' Fund)</b>	<b>77,261.67</b>	<b>74,065.07</b>	<b>40,300.51</b>	<b>35,644.47</b>	<b>14,992.64</b>
Loans	-	900.96	515.82	1,020.65	1,943.44
<b>Total Capital Employed</b>	<b>77,261.67</b>	<b>74,966.03</b>	<b>40,816.33</b>	<b>36,665.12</b>	<b>16,936.08</b>
Capital Represented by:					
Fixed Assets	85539.11	79,104.75	32,746.03	18,782.79	17,228.30
Investments	1215.61	7,505.20	8,439.55	19,427.77	-
Net Current Assets & Other Assets	6120.94	3,110.29	4,052.22	1,552.70	2,800.22
<b>Net Assets</b>	<b>92,875.66</b>	<b>89,720.24</b>	<b>45,237.80</b>	<b>39,763.26</b>	<b>20,028.52</b>
<b>Book Value - ₹</b>	<b>136.74</b>	<b>131.09</b>	<b>71.33</b>	<b>63.09</b>	<b>35.70</b>

## Review by

The Managing Director



### WONDERLA ADVANTAGES

- The largest amusement park chain in India with 3 parks
- Wonderla parks in Bangalore, Kochi and Hyderabad were ranked at 1, 4 and 8 respectively in India by Tripadvisor in 2017
- Plans for the 4th Park in Chennai underway
- Management plans to add one park in every 2-3 years
- Management has over 18 years of experience in amusement park sector
- Land parcels in all existing parks for future expansions

### Review of Operations

Last two years have been challenging for our company due to service tax issue, political issues in southern states, demonetization, GST and irregular weather. As a result, the footfall in our parks were impacted.

However we continue to strengthen our internal environment by way of increasing our operational efficiencies and expanding number of rides and

in-park engagements like food and merchandise. During the year we made good progress by way of adding new rides, innovative in-park value adds like food and ICT enabled transactions for visitor convenience. Our Net Promoter Score is 70% across the parks and in Bangalore it is as high as 80%.

### FY18 Performance

The revenue in FY19 was subdued primarily due to ticket price variations during the year on

account of shift from service tax to GST regime. Our margins expanded as a result of our cost control initiatives such as reduced power consumption, rationalisation of manpower and increased merchandise options like dress code. We also implemented a better inventory model in our parks and changed our restaurants from franchise model to Wonderla managed.

A major boost was received earlier this year when the GST council

reduced the taxes on admission charges from 28% to 18% to the sector. Further a strong 23% rise in average, non-ticket revenue is also encouraging signs of our increasing engagement of visitors in our parks.

### On ICT Initiatives

At Wonderla, Information Communication Technology (ICT) is a key enabler for delivering guest experience and strategic initiatives. The ICT goal at Wonderla is to make the park experience more enjoyable and also capture information on a real time basis for creating meaningful insights. We have already introduced many ICT enabled applications in our parks and some are in the process of implementations. We have deployed cutting edge digital technologies for enabling better customer experience at all levels. We are developing the next level technology solutions in such a way that it will allow visitors to enjoy the park without waiting in queues as the technology will distribute crowd evenly even when the park is crowded.

We have introduced RFID bands in all three parks for operating digital lockers for safe keeping of the belongings as well as for a better shopping and restaurant experience. The same RFID bands come with the option of loading cash into it so that visitors can freely move around and enjoy amenities like food and shopping while being cashless inside our parks.

We have a customer feedback system using Net Promoter

Score (NPS) based methodology to assess customer insights in all parks. Dedicated staff members take feedbacks about multiple experiences on a tablet application and the same is instantly updated on to a cloud based analytics platform.

The Enterprise IT backbone of the company went through a major transformation during last year and several workloads have been moved to the industry leading Cloud Computing Platforms with seamless and secure connectivity to our business locations and data centres so as to integrate our strategic ICT initiatives at optimal cost. Our entire backend operations run on Oracle ERP System and we had a smooth transition to GST.

### Our Strategic Environment and future outlook

Amusement parks in India is an emerging industry and many of it's dynamics are less predictable and non-malleable. The park to population ratio is remarkably lower in India as compared to the USA market which has 400 theme parks for a population of 319 million. With rising income levels, increasing domestic tourism and favourable demographics, the sector is estimated to grow at a CAGR of 19% over the next 5 years to Rs 69.8 bn by end of 2021. Bigger players like our company plays a major role in shaping this industry. Along with the industry peers we proactively engage in dialogues with the government and policy makers for creating a conducive operating environment for our industry. We

At Wonderla, Information Communication Technology (ICT) is a key enabler for delivering guest experience and strategic initiatives.

believe that we are placed very well to exploit this growth with our three operational parks and our fourth park to be launched in Chennai where we have already acquired 62 acres of land.

We intend to setup a new park every 3 years which would be funded through our strong balance sheet and robust cash flows with negligible debt. The contribution from high margin non-ticket revenue has been increasing over the past 5-6 years from 14% in FY12 to 25% in FY17 and is expected to increase further in FY19E.



## About us

# Wonderla is the largest amusement park operator in India

With over 17 years of successful operations. The first amusement park was launched in 2000 in Kochi under the name Veegaland. The second park was launched in Bangalore in 2005 and the third park in Hyderabad in 2016.



### BANGALORE

Total Land Available (In Acres)  
**81.75**

Developed Land (In Acres)  
**39.20**

Land Availability for future development (In Acres)  
**42.55**

Total No of Rides  
**62**

No of Water Rides  
**21**

No of Land Rides  
**41**



### KOCHI

Total Land Available (In Acres)  
**93.17**

Developed Land (In Acres)  
**28.75**

Land Availability for future development (In Acres)  
**64.42**

Total No of Rides  
**56**

No of Water Rides  
**22**

No of Land Rides  
**34**



### HYDERABAD

Total Land Available (In Acres)  
**49.50**

Developed Land (In Acres)  
**27.00**

Land Availability for future development (In Acres)  
**22.50**

Total No of Rides  
**44**

No of Water Rides  
**18**

No of Land Rides  
**26**





## Recognitions & Awards in 2017-18

facebook  
**606,699+**  
 ★★★★★

Instagram  
**19,255+**  
 followers

Youtube  
**4,200,000**  
 views

www.wonderla.com  
**2,847,099**  
 visitors



Wonderla parks in Bangalore, Kochi and Hyderabad were ranked at 1, 4 and 8 respectively in India by Tripadvisor in 2017. Wonderla Bangalore ranked 6th Best and Wonderla Kochi ranked 13th Best in Asia.

### Bangalore



### Hyderabad



### Kochi



## Our Leadership

### Board of Directors



1



2

#### **1** Kochouseph Chittilappilly Founder, Promoter & Non-Executive Director

He is also founder of V-Guard Industries Ltd and currently its Chairman. A multifaceted individual, Mr. Kochouseph has been spearheading V-Guard and Wonderla from its inception.

In the year 2000, he started 'Veega Land' (now Wonderla –Kochi) which has become one of the most attractive destinations in Kerala. The success story of 'Veega Land' made him to venture another amusement park, 'Wonderla', in Bangalore, which is the biggest amusement park in India. Known for his social interventions related to education, health, organ donation and other social interventions. He is founder of K Chittilappilly Foundation which is an extension of the philanthropic and responsible values espoused at V-Guard.

#### In the Board Committees of

- Nomination & Remuneration Committee
- CSR Committee



3



4

#### **2** Mr. M. Ramachandran Chairman

Mr. Ramachandran , 65 years, is a Fellow Member of The Institute of Chartered Accountants of India (ICAI) and an Associate Member of The Institute of Company Secretaries of India (ICSI). Throughout his career since 1974, , he had worked in professional field except for initial 4 years in manufacturing industry (Tata Steel, Jamshedpur). He had retired as a partner of S.B. Billimoria & company, Deloitte Haskins and Sells and Deloitte Haskins and Sells LLP in March 2017 after serving for nearly 29 years, of which 20 years was as Partner.

He had the opportunity to audit some of the leading listed entities such as Federal Bank, South Indian Bank, NCC Ltd, L.G. Balakrishnan and Brothers Ltd, K.P.R. Mills Limited etc. He had also undertaken consulting assignments for several private and public companies

#### In the Board Committees of

- Nomination & Remuneration Committee
- Audit Committee
- Stakeholders Relationship Committee



5



6



7

### 3 **George Joseph** Executive Vice chairman

Mr. George Joseph was the Chairman & Managing Director of Syndicate Bank. He took over as the Chairman & Managing Director on 2nd August 2008. Before joining Syndicate Bank he had worked with Canara Bank for 36 years. While with Canara Bank, he was the Chief Executive of the Exchange Company at Bahrain under Canara Bank management. He is a first rank commerce graduate from Kerala University. He also ranked 1st among the Indian candidates and 11th in the AIB Examination (London) of the Institute of Bankers, London. He is also a Certified Associate of Indian Institute of Banking & Finance.

#### In the Board Committees of

- Audit Committee
- CSR Committee
- Stakeholders Relationship Committee

### 4 **Arun K. Chittilappilly** Managing Director

Mr. Arun K. Chittilappilly, is Masters in Industrial Engineering from Industrial Research Institute of Swinburne University (IRIS), Melbourne, Australia. He has been a key architect of Wonderla Holidays and has been actively involved in strategizing and conceptualizing the Wonderla Parks and Resort. At Wonderla his responsibilities include engineering and design, marketing, communication and finance.

He initiated the Bangalore park project in 2003 which was completed by 2005. He has been at the helm of affairs of Hyderabad Park which was launched in March 2016.

#### In the Board Committees of

- Stakeholders Relationship Committee
- CSR Committee

### 5 **Priya Sarah Cheeran Joseph** Executive Director

Priya Sarah Cheeran Joseph is Executive Director of the Company. She holds a Post Graduate degree in public health from University of Melbourne, Australia. She is involved in the operations pertaining to food and beverages and human resource departments of the Company since 2005. She is also actively involved with the Corporate Social Responsibility related initiatives of the Company. She has over 12 years of experience in the amusement park industry.

#### In the Board Committees of

- CSR Committee

### 7 **R. Lakshminarayanan** Independent Director

Mr. Lakshminarayanan has about 10 years of experience in Retail Sales, Brand Management and New Product Development with Hindustan Unilever, International Best Foods and Smithkline Beecham. He has worked in Direct Response and Advertising for almost 20 years with Ogilvy Direct, Ogilvy & Mather and Mudra Communications. His areas of interest include Strategic Brand Management, Account Planning and Marketing Services with emphasis on Media Plural Communications.

#### In the Board Committees of

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

### 6 **Gopal Srinivasan** Independent Director

Mr. Gopal Srinivasan is a third generation family member of the TVS Group, a \$4 billion (revenue) family-owned set up of automotive business. Mr. Srinivasan is the founder of TVS Capital Funds Private Limited, which supports and nurtures India's mid-cap businesses into world-class companies and manages assets of over Rs 1,100 crore of domestic capital, making it among the largest rupee funds in India.

Over a career spanning 26 years, he has founded several companies operating in diverse sectors including TVS Capital Funds Private Limited and TVS Electronics Limited, whose boards he chairs. He is also a Director in TVS & Sons Ltd, the holding Company, and on the Board of several Group Companies.

#### In the Board Committees of

- Audit Committee
- Nomination & Remuneration Committee
- CSR Committee



## Social, Environment Sustainability & Safety

Wonderla Holidays Limited is a socially and environmentally responsible organization involved in numerous community development projects and with focused initiatives for water and energy conservation. At Wonderla we consider safety aspects at the park as serious as our business.

### Water

Wonderla uses reverse osmosis treatment technology for treating water in pools. Our parks have a full-fledged water quality monitoring systems which carries out 90 rigorous quality tests on a daily basis. Parks are also equipped with rain water harvesting tanks.

Towards sustainability one of the key initiative has been introduction of the new dress code in water rides, rain disco and wavepool. The management decided that apparels made of 100% Nylon or synthetic material will only be allowed so as to reduce contamination of the water from apparel dyes and cotton threads as well as save water by avoiding frequent water replacements.

Our Kochi and Bangalore parks comes with ISO 14001 certificate for Environmental management system.



### Power

As an endeavour to make the existing parks more environment friendly, a solar plant with an installed capacity of 500 kW was launched at Wonderla Hyderabad park in September, 2016 and 264 kW at Wonderla Kochi Park in March 2017. The installed solar plant will generate 2000 kWh daily and can cater to 25 percentage of the Hyderabad park's daily power requirement.



### Safety & Hygiene :

Safety & Hygiene are two important service responsibility aspects at Wonderla. All safety precautions related to the rides are in line with international safety norms. Safety checks are conducted on all rides on a daily basis. All parks have dedicated life guards and security personnel, fire safety equipments and installations, luggage security checks, CCTV surveillance, emergency warning systems and first aid facilities. Consumption of alcohol is prohibited and intoxicated persons are not allowed in the park. Our Kochi and Bangalore parks comes with OHSAS 18001 certificate for safety.

**Social**

Wonderla Holidays Limited is a socially responsible organization involved in numerous community development projects and programs. The Company has integrated CSR into the business model of the Company. Our objective is to uplift the economically backward class of society through positive intervention in social upliftment programs. As part of CSR initiatives, Company regularly makes donations to NGOs working towards treatment of cancer patients, trusts for disabled people and children’s homes.

**Key Social Initiatives - FY 18**

During FY18 the company spent Rs.124 Lakhs towards various CSR initiatives which includes Education, Healthcare, community developments and donations to NGOs for providing assistance to orphanage homes, old age homes & child welfare organizations.



## “Enriching Lives” CSR Initiatives



Developed Play Grounds at 05 Government Schools by installing See-saw, Swing and Slide through People4 People (NGO)



Periodically conducting free medical camps to orphan children and giving awareness about Health and Hygiene at True Light International Orphanage Home Mallathahalli, Kumbalagodu & Ullala Upanagar.



To uplift health and sanitation in rural areas the company has constructed 87 individual toilets (11 in FY 2017-18) in villages under Swachh Bharat mission.



To provide better Road facilities to villagers. Wonderla constructed public Road. Behind Wonderla Park, Kochi



Distributed Bags, Caps and Play items to 22 Anganawadi children.



Installed 250 no.s of Energy Efficient LED street Lights to entire streets of Ankireddygudem Village in Telengana

*For more details on our CSR Initiatives refer page 35-36.*

# Company Information

## WONDERLA HOLIDAYS LIMITED

CIN-L55101KA2002PLC031224

Reg. Office: 28<sup>th</sup> KM, MYSORE ROAD, BANGALORE-562109, KARNATAKA.

### BOARD OF DIRECTORS AND KMP

Mr. M. Ramachandran - Chairman  
 Mr. George Joseph – Executive Vice Chairman  
 Mr. Kochouseph Chittilappilly – Non-Executive Director  
 Mr. Arun K Chittilappilly - Managing Director  
 Ms. Priya Sarah Cheeran Joseph - Executive Director  
 Mr. Gopal Srinivasan – Director  
 Mr. R. Lakshminarayanan - Director

Mr. N. Nandakumar - Chief Financial Officer  
 Mr. Srinivasulu Raju Y- Company Secretary

### BOARD COMMITTEES

#### AUDIT COMMITTEE

Mr. M. Ramachandran – Chairman  
 Mr. George Joseph - Member  
 Mr. Gopal Srinivasan – Member  
 Mr. R. Lakshminarayanan - Member

#### NOMINATION AND REMUNERATION COMMITTEE

Mr. Gopal Srinivasan – Chairman  
 Mr. Kochouseph Chittilappilly – Member  
 Mr. R. Lakshminarayanan – Member  
 Mr. M. Ramachandran – Member

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. R. Lakshminarayanan - Chairman  
 Mr. George Joseph - Member  
 Mr. Arun K Chittilappilly - Member  
 Mr. M. Ramachandran - Member

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. George Joseph – Chairman  
 Mr. Kochouseph Chittilappilly - Member  
 Mr. Arun K Chittilappilly - Member  
 Ms. Priya Sarah Cheeran Joseph - Member  
 Mr. Gopal Srinivasan - Member

### AUDITORS

BSR & Associates LLP, Chartered Accountants  
 Maruthi Info-Tech Centre, 11-12/1 Inner Ring Road, Koramangala,  
 Bangalore - 560 071.

### REGISTRAR AND SHARE TRANSFER AGENT

Karvy Computershare Private Limited  
 Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District,  
 Nanakramguda, Serilingampally Mandal, Hyderabad - 500032,  
 Telangana.

### BANKERS

ICICI Bank Limited  
 HDFC Bank Limited  
 Indusind Bank Limited

### AMUSEMENT PARKS

#### Bangalore

Jadenahalli, Hejjala P.O, 28<sup>th</sup> KM, Mysore Road, Bangalore-562 109.

#### Kochi

803J, Pallikkara, Kumarapuram, Kochi- 683565.

#### Hyderabad

Kongara Raviryala P.O, Hyderabad – 501510.

### RESORT

#### Bangalore

Jadenahalli, Hejjala P.O, 28<sup>th</sup> KM, Mysore Road, Bangalore-562 109.

### LISTED ON

BSE Limited  
 National Stock Exchange of India Limited

## DIRECTORS' REPORT

Dear Members,

The Directors take pleasure in presenting the 16<sup>th</sup> Annual Report together with the audited financial statements for the year ended March 31, 2018.

### 1. Overview of Company's Financial Performance

The financial and operating highlights for the year under review, compared with the previous Financial Year, are given below:

Particulars	(Rs. In Lakhs)	
	2017-18	2016-17
Income from operations	27,049.34	26,282.23
Operating Expenses	18,138.71	19,584.88
Profit from operations before depreciation and finance costs	8,910.63	6,697.35
Other income	784.72	1,216.32
Profit from ordinary activities before finance costs	9,695.35	7,913.67
Finance cost	120.68	132.51
Depreciation	3,650.51	2,927.86
Profit from ordinary activities after finance costs	5,924.16	4,853.30
Tax expense	2,073.77	1,462.19
Net profit after tax	3,850.39	3,391.11
Other Comprehensive income		
Items that will not be reclassified subsequently to profit or loss	11.31	6.64
Items that will be reclassified subsequently to profit or loss	-	-
Total other comprehensive income, net of tax	11.31	6.64
Total comprehensive income for the year	3,861.70	3,397.75
Earnings per share (EPS)		
Basic	6.81	6.00
Diluted	6.81	6.00

### Review of Operations:

For the year ended 31<sup>st</sup> March 2018 the Company's revenue from operations was Rs. 27,049 lakhs as against Rs. 26,282 lakhs during the corresponding period of previous financial year registering growth of 3%. Profit Before Tax was Rs. 5,924 lakhs as against Rs. 4,853 lakhs for the same period during the previous year. Net Profit After Tax for the fiscal 2017-18 was Rs. 3,850 lakhs as against Rs. 3,391 lakhs in 2016-17. During the Financial year total footfalls across the three parks were 24.87 lakhs as against 26.59 lakhs during the previous year. During the year under review, there was no change in the nature of the business of the Company.

### 2. Dividend

The Board of Directors have recommended final dividend of Rs. 1.50 per equity share having face value of Rs. 10 each, subject to approval of Members at the 16<sup>th</sup> Annual General Meeting, which is inline with the Dividend Distribution policy of the Company. For the previous year, the Company had paid Dividend of Re. 1.00 per equity share of Rs. 10 each.

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the top 500 listed entities based on market capitalization are required to formulate Dividend Distribution Policy. The Company has formulated its Dividend Distribution Policy and the details are available on the Company's website at <http://www.wonderla.com/investor-relations/prospectus-and-policies.html>

### 3. Transfer to Reserves

The Company has transferred an amount of Rs. 385.04 lakhs to General Reserve.

### 4. Share Capital

The Authorised Equity Share Capital of the Company is Rs. 6,000 lakhs. Paid-up Share Capital as on March 31, 2018 was Rs. 5,650.07 lakhs. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme.

No disclosure is required under Section 67(3)(c) of the Companies Act, 2013 in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

### 5. Finance and Accounts

During the year under review the rating agency ICRA reaffirmed AA- (Stable) rating for the Company's long term borrowings and assigned A1+ rating for the short term borrowings.

As mandated by the Ministry of Corporate Affairs the Company has adopted IndAS for the financial year commencing April 1, 2017. The estimates and judgments relating to the financial statements are made on prudent basis so as to reflect in a true and fair manner the form and substance of the transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

### 6. Deposits

During the year under review, the Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

### 7. Awards/ accolades

#### TripAdvisor Travellers Choice has ranked

Wonderla Bangalore as No.1 Amusement Park in India and No.6 in Asia;

Wonderla Kochi as No.4 in India and No.13 in Asia; and Wonderla Hyderabad as No.8 in India

Wonderla Holidays Limited, Bangalore, has been awarded with Prashamsa Suraksha Puraskar 2017 for Good Safety Performance and Management Systems by the National Safety Council – Karnataka Chapter.

Wonderla Kochi has won the **Kerala State Pollution Control Board Award 2015-16**, consecutively for the fourth time.

## 8. Directors and Key Managerial Personnel

### i. Appointments and Re-appointments

Mr. M. Ramachandran (DIN: 00177699) was appointed as an Additional Director, designated as Chairman of the Company, to serve on the Board with effect from 15<sup>th</sup> November 2017. The Members at a General Meeting convened through Postal Ballot appointed him as an Independent Director to hold office for a term of two years.

During the financial year Mr. George Joseph (DIN: 00253754) was appointed as Whole-Time Director of the Company, designated as Executive Vice – Chairman, for a period of two years commencing from November 15, 2017. The Members at a General Meeting convened through Postal Ballot have approved the said appointment.

Mr. Kochouseph Chittilappilly (DIN: 00020512) retires by rotation at the forthcoming 16<sup>th</sup> Annual General Meeting as per the provisions of Section 152 (6) & (7) of the Companies Act, 2013 and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

### ii. Resignations

Mr. D. S. Sachdeva resigned as Chief Executive Officer (CEO) during the year. The Board places on record its appreciation for the initiatives taken by him to drive business of the Company.

## 9. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Directors state that-

- (I) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (II) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (III) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (IV) the Directors had prepared the annual accounts on a going concern basis; and
- (V) the Directors, in the case of a listed Company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (VI) the Directors had devised proper systems to ensure

compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls, compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors the reviews performed by management and the relevant board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

## 10. Internal Control Systems

### a. Internal control systems and their adequacy

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

The Company has an external Internal Audit (IA) function. The scope and authority of the IA function is defined before commencing the Audit. To maintain its objectivity and independence, the IA function reports to the Audit Committee of the Board. The IA function evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of IA function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### b. Internal Controls over Financial Reporting

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has adopted accounting policies which are in line with the Accounting Standards and the Act. These are in accordance with generally accepted accounting principles in India. Changes in policies, if required, are made in consultation with the Auditors and are approved by the Audit Committee.

The Company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

**11. Extract of Annual Return**

The Extract of Annual Return pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, is enclosed to the Directors Report as **Annexure I**.

**12. Health and Safety**

Health and Safety (H&S) of employees and all stakeholders is an overarching value of your Company. Company's policies stress to conduct the business in a manner that helps create a healthy and safe environment for all stakeholders (employees, contractors and customers) based on the adoption of a true safety culture. They further directs that H&S be embedded in everything the Company does when it comes to its people, its processes, its customers, in delivering results and in leading sustainability. The H&S rules define essential behavior necessary to ensure safety. Identifying H&S not as a separate activity but as a critical success factor for operational performance, the policy places personal responsibility on every individual employee at all levels for ensuring safe working conditions in their respective work areas coupled with a fair and transparent consequence management process, in the event of negligence or willful disregard for safety rules. The policy and rules were widely communicated across the organization to employees and contractor workmen.

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at workplace. All women, permanent, temporary or contractual including those of service providers are covered under the policy. An Internal Complaints Committee comprising four members has been set up which includes three women to redress complaints relating to sexual harassment. Besides, in each of the units there is one nodal person who receives and forward complaints to the first instance person (FIP) who is a woman" or directly to the Committee.

During the year, the Company has not received any complaint on sexual harassment. Awareness programmes were conducted across the Company to sensitize the employees to uphold the dignity of their colleagues at workplace, particularly with respect to prevention of sexual harassment. Some employees were sent to attend training program conducted by external agency.

**13. Composition and Meetings of the Board and Committees**

The composition and the number of meetings of the Board and various Committees of the Company are set out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act and SEBI (LODR) Regulations.

**14. Declaration from Independent Directors**

The Company, for the year ended 31st March, 2018, has received declarations from Independent Directors of the Company viz., Mr. M. Ramachandran (DIN: 00177699), Mr. Gopal Srinivasan (DIN: 00177699) and Mr. R.

Lakshminarayanan (DIN: 00238887) which state that they fulfill the criteria to act as Independent Director as envisaged in Section 149 (6) & (7) of the Companies Act, 2013 as well as under SEBI Listing Regulations.

**15. Nomination and Remuneration Policy**

The Company has adopted a Nomination and Remuneration Policy to fulfill the requirements as envisaged in Section 178 (2), (3) and (4) of the Companies Act, 2013. There has been no change in the Policy since previous year. The said policy is enclosed to the Report as annexure and also available on the website of the Company <http://www.wonderla.com/investor-relations/prospectus-and-policies.html>

**16. Annual Performance evaluation of Board, Committees and Directors and familiarization to Independent Directors**

The evaluation of the Board, its Chairman, individual Directors and Committees of the Board was undertaken in compliance with the provisions of Section 134(3)(p) and Schedule IV of the Companies Act, 2013.

The performance and effectiveness of the Board and its Committees are fundamental to the success of the Company and there is a rigorous evaluation each year to assess how well the Board, its Committees, the Directors and the Chairman are performing. The evaluation process, during the fiscal year, was led by the Chairman with support from the Company Secretary. The process consisted of the completion, by all Directors, of a comprehensive questionnaire evaluating the performance of the Board, its Committees and individual Directors. The questionnaire considered Board processes and their effectiveness, Board composition, Board objectives, Board support, and content of discussion and focus at Board meetings and invited Directors to indicate where specific improvements could be made. Completion of the questionnaire by each Director was followed by one-to-one discussions between each Director and the Chairman where the Board's role and structure, process, relationships and any emerging issues were discussed.

The overall results of the evaluation were considered by the Chairman and the principal recommendations were presented by him for review and discussion by the Board. The evaluation concluded that good progress has been achieved in most of the areas identified for action and that the Board and its Committees have continued to work very effectively in relation to most dimensions. Improvements are seen in many of the areas of focus identified in the evaluation undertaken. In addition, the Chairman has concluded that each Director contributes effectively and demonstrates full commitment to his/ her duties.

The Chairman, taking into account the views of the other Directors, reviewed the performance of Executive Directors'. The performance of the Chairman is reviewed by the Non-Executive Directors, led by the Independent Directors (IDs), taking into account the views of the Executive Directors. Following the latest review, the IDs considered and discussed with the Chairman the feedback relating to the Chairman's performance that has been received from the Directors as part of the Chairman's evaluation questionnaire. Following these discussions with the Chairman, the IDs were able to confirm that the performance of the Chairman continues to be effective, and that the Chairman continues to demonstrate appropriate commitment to his role.

To familiarise the Independent Directors with strategy, operations and functions of the Company, the whole-time Directors and senior management personnel made presentations to them about the Company's strategy, operations, service offerings, organization structure, finance, human resources, technology, quality, safety and hygiene and risk management.

#### 17. Statutory Auditor

The Members of the Company at the 15<sup>th</sup> Annual General Meeting held on August 09, 2017, have approved the appointment of BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as Statutory Auditor of the Company for a period of 4 years, to hold office from the conclusion of 15<sup>th</sup> AGM till the conclusion of 19<sup>th</sup> AGM of the Company to be held in 2019, subject to ratification of their appointment by the Members at every AGM. Accordingly, appointment of BSR & Associates LLP, Chartered Accountants, as a Statutory Auditor of the Company is required to be ratified by the Members at ensuing AGM of the Company. The Company has received the consent from the Auditor and confirmation to the effect that they are not disqualified to be appointed as the Auditor of the Company in terms of the provisions of the Companies Act, 2013 and rules made thereunder. Accordingly, the Board of Directors has recommended the ratification of appointment of BSR & Associates LLP, Chartered Accountants, as Statutory Auditor of the Company, to hold office from the conclusion of the ensuing AGM till the conclusion of the 17<sup>th</sup> AGM, to the Members for their approval.

The Report given by BSR & Associates LLP, Chartered Accountants, on the financial statements of the Company for the year 2018 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

#### 18. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, Mr. Somy Jacob of Somy Jacob & Associates, Practising Company Secretaries, was appointed to conduct Secretarial Audit of records of the Company for FY 2017-18. The Secretarial Audit Report on the Secretarial and Legal compliances of the Company for FY 2017-18 is enclosed (**Annexure II**) and forms part of Directors' Report.

#### 19. Board Diversity Policy

The Company recognizes and embraces the importance of a diverse Board for its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

#### 20. Related party transactions

During the year under review, your Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company for Related Party Transactions. The Company has formulated a policy on materiality of related party transactions and the procedure to deal with related party transactions. The detailed policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)). As there was no material related party transaction entered by the Company during the Financial Year 2017-18 as per Related Party Transactions Policy, no detail is required to be provided in Form AOC-2 prescribed under Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

#### 21. Vigil Mechanism

The Vigil (Whistle Blower) Mechanism at Wonderla aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or Policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its Directors and employees who have genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees who avail the mechanism and also provide for direct access to the Chairman of Audit Committee. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a person/ situation. The detailed policy content is available on the website of the Company.

#### 22. Corporate Social Responsibility (CSR)

The composition, role, functions and powers of the Corporate Social Responsibility (CSR) Committee of the Company are in accordance with the requirements of the Companies Act, 2013. The Company has a Corporate Social Responsibility Policy which is available on Company's website [www.wonderla.com](http://www.wonderla.com). Annual Report on CSR activities for the financial year 2018 as per the provisions of Section 135 of the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed as **Annexure III**.

#### 23. Corporate Governance Report

The Company is committed to maintain the standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations forms an integral part of this Report and the same is attached to this report as **Annexure IV**. The requisite certificate from BSR & Associates LLP, Chartered Accountants, confirming compliance with the conditions of corporate governance is also attached with the Corporate Governance Report.

**24. Management Discussion and Analysis**

The Management Discussion and Analysis Report is annexed and forms part of the Directors' Report (**Annexure V**).

**25. Business Responsibility Report**

Business Responsibility Report for the year under review, as stipulated under Regulation 34(2)(f) of SEBI (LODR) Regulations, is attached with this report (**Annexure VI**).

**26. Particulars of loans, guarantees and investments**

The particulars of loans given, guarantees provided and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 for the year ended 31<sup>st</sup> March, 2018 are provided in Notes to the financial statements.

**27. Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 (3) (m) and Rule 8 (3) of The Companies (Accounts) Rules, 2014 is enclosed (**Annexure VII**).

**28. Particulars of Employees**

The particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed (**Annexure VIII**). As on 31<sup>st</sup> March 2018, the Company has 639 permanent employees.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any Shareholder on request. Such details are also available on your Company's website <http://www.wonderla.com/investor-relations/annual-reports.html>

**29. Employee Stock Option Scheme**

Your Company has an Employee Stock Option Scheme viz., Employee Stock Option Scheme (ESOS) 2016 and the same is in line with the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014. The Company has received a certificate from the Statutory Auditor of the Company that the Scheme has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and the resolution(s) passed by the Members of the Company. The certificate would be placed at the ensuing AGM for inspection by Members of the Company.

Relevant disclosures pursuant to Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the same is attached to this report as **Annexure IX**.

**30. Variations in market capitalization of the Company**

The Equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The market capitalization of the Company as on March 31, 2018 was Rs. 1,930.06 Crores as against Rs.

2,186.86 Crores as on March 31, 2017. The closing price of Company's equity shares on BSE and NSE as of March 31, 2018 was Rs. 340.85 and Rs. 341.60 respectively.

**31. Appreciation**

Your Directors greatly acknowledge and place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from the various Government Authorities, the Banks / Financial Institutions and other stakeholders such as, members, customers and suppliers, among others. Your Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. Your Directors look forward to their continued support in future as well.

For and on behalf of the Board of  
**Wonderla Holidays Limited**

**M. Ramachandran**

Chairman

Place : Bangalore

Date : 26<sup>th</sup> May, 2018



d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other.... (Promoter Group)	17,591,730	-	17,591,730	31.14	17,591,730	-	17,591,730	31.14	-
Sub-total (A) (1):-	40,109,222	-	40,109,222	70.99	40,109,222	-	40,109,222	70.99	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	40,109,222	-	40,109,222	70.99	40,109,222	-	40,109,222	70.99	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3,281,487	-	3,281,487	5.81	3,109,368	-	3,109,368	5.50	-0.31
b) Banks / FI	17,754	-	17,754	0.03	15788	-	15788	0.03	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	989,893	-	989,893	1.75	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Foreign Portfolio Investors	5,261,676	-	5,261,676	9.31	6,341,495	-	6,341,495	11.22	1.91
Sub-total (B)(1):-	9,550,810	-	8,560,917	15.15	9,466,651	-	9,466,651	16.75	1.60
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	990,772	-	990,772	1.75	999,669	-	999,669	1.77	0.02
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4,709,572	407	4,709,979	8.34	4569674	407	4570081	8.09	-0.25
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	439,647	-	439,647	0.78	426474	-	426474	0.75	-0.03
c) Others (specify)									
Non Resident Indians	580,820	-	580,820	1.03	671772	-	671772	1.19	0.16
NRI Non-Repatriation	89,283	-	89,283	0.16	159035	-	159035	0.28	0.12
Trusts	-	-	-	-	3816	-	3816	0.01	0.01
Clearing Members	21,887	-	21,887	0.04	92087	-	92087	0.16	0.12
NBFCs	8,250	-	8,250	0.01	1863	-	1863	0.00	-0.01
Sub-total (B)(2):-	6,840,231	407	6,840,638	12.11	6,924,390	407	6924797	12.26	0.15
Total Public Shareholding (B)=(B)(1)+ (B)(2)	16,391,041	407	15,401,555	29.0	16,391,041	407	16,391,448	29.01	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	56,500,263	407	56,500,670	100.00	56,500,263	407	56,500,670	100.00	-

(ii) *Shareholding of Promoters*

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Chittilappilly Thomas Kochouseph	14,607,292	25.85	-	14,607,292	25.85	-	-
2	Arun K Chittilappilly	7,910,200	14.00	-	7,910,200	14.00	-	-
	Total	22,517,492	39.85	-	22,517,492	39.85	-	-

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	22,517,492	39.85	-	-
	Increase / Decrease in Promoters Share holding during the year (inter-se transfer)	-	-	-	-
	At the end of the year	-	-	22,517,492	39.85

(iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sheela Kochouseph	7,044,230	12.47	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	7,044,230	12.47
2	Mithun Kochouseph Chittilappily	6,270,000	11.10	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	6,270,000	11.10
3	K Chittilappilly Trust	2,768,500	4.9	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	2,768,500	4.9
4	Steinberg India Emerging Opportunities Fund Limited	1,200,000	2.12	-	-
	Increase during the year/ Market purchase	100,000	0.18	1,300,000	2.30
	At the end of the year	-	-	1,300,000	2.30
5	Handelsbankens Tillvaxtmarknadsfond	1,256,292	2.22	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	1,256,292	2.22
6	Valuequest India Moat Fund Limited	1,130,186	2.00	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	1,130,186	2.00
7	UTI-Mid Cap Fund	1,020,350	1.81	-	-
	Decrease during the year/ Market sale	-18,364	-0.03	1,001,986	1.77
	At the end of the year	-	-	1,001,986	1.77
8	DNB Fund - Asian Small Cap	803,000	1.42	-	-
	Increase during the year/ Market purchase	5440	0.01	808,440	1.43
	At the end of the year	-	-	808,440	1.43
9	HDFC Trustee Company Limited - HDFC Capital Builder Fund	488,434	0.86	-	-
	Increase during the year/ Market purchase	34188	0.06	522,622	0.92
	At the end of the year	-	-	522,622	0.92
10	IDFC Sterling Equity Fund	519,953	0.92	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	519,953	0.92

(v) *Shareholding of Directors and Key Managerial Personnel:*

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	George Joseph	-	-	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	-	-
2	Chittilappily Thomas Kochouseph	14,607,292	25.85	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year			14,607,292	25.85
3	Arun K Chittilappilly	7,910,200	14.00	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	7,910,200	14.00
4	Priya Sarah Cheeran Joseph	1,509,000	2.67	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	1,509,000	2.67
5	Gopal Srinivasan	-	-	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	-	-
6	R. Lakshminarayanan	-	-	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	-	-
7	M. Ramachandran	-	-	-	-
	Increase/ Decrease during the year	-	-	-	-
	At the end of the year	-	-	-	-
8	N. Nandakumar	-	-	-	-
	Increase during the year/ Market purchase	365	0.0	365	0.0
	Decrease during the year/ Market sale	-365	0.0	0	0.0
	At the end of the year	-	-	0	0.0
9	Srinivasulu Raju Y	10	0.00	-	-
	Increase during the year/ Market purchase	10	0.00	20	0.00
	At the end of the year	-	-	20	0.00

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. In Lakhs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1468.55	-	-	1468.55
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	8.15	-	-	8.15
Total (i+ii+iii)	1476.70	-	-	1476.70
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	1099.12	-	-	1099.12
Net Change	1099.12	-	-	1099.12
Indebtedness at the end of the financial year				
i) Principal Amount	377.58	-	-	377.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	377.58	-	-	377.58

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Arun K Chittilappilly	Priya Sarah Cheeran Joseph	George Joseph !	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	66.06	47.49	11.33	124.88
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.82	0.30	-	2.12
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-
2.	Stock Option	-	-		-
3.	Sweat Equity	-	-		-
4.	Commission	77.74	50.53	11.65	139.92
	- as % of profit				
	- others,				-
5.	Others, please specify	-	-		-
	Total (A)	145.62	98.32	22.98	266.92
	Ceiling as per the Act				621.89

! from November 15, 2017

**B. Remuneration to other directors:**

(Rs. In Lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
		Kochouseph Chittilappilly	Gopal Srinivasan	R. Lakshminarayanan	M. Ramachandran @	George Joseph !	
	3. Independent Directors						
	Fee for attending board / committee meetings	-	1.40	2.20	0.70	1.50	5.80
	Commission	-	2.25	5.38	3.38	5.64	16.65
	Others, please specify						
	Total (1)	-	3.65	7.58	4.08	7.12	22.45
	4. Other Non-Executive Directors						
	Fee for attending board / committee meetings	1.10	-	-	-	-	1.10
	Commission	45.56	-	-	-	-	45.56
	Others, please specify	-	-	-	-	-	-
	Total (2)	46.66	-	-	-	-	46.66
	Total (B)=(1+2)						69.11
	Total Managerial Remuneration						336.03
	Overall Ceiling as per the Act						684.08

@ from November 15, 2017

! Till November 15, 2017

## C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(Rs. In Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO #	CFO	Company Secretary	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	146.44	84.16	11.26	241.86
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit				-
	- others, specify...				-
5.	Others, please specify Contribution to Fund	0.14	0.22	0.22	0.58
	Total	146.58	84.38	11.48	242.44

# Till November 15, 2017.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

# Annexure - II

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31,2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
M/s Wonderla Holidays Limited  
28th KM, Mysore Road  
Bangalore 562109  
Karnataka-INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Wonderla Holidays Limited.(hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s Wonderla Holidays Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

we have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Wonderla Holidays Limited ("the Company") for the financial year ended on 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other applicable Acts and Rules annexed as Annexure 1 (Mention the other laws as may be applicable specifically to the company)

we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

### we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Somy Jacob and Associates  
Practising Company Secretaries

Somy Jacob, Partner  
FCS No.: 6269  
C P No.: 6728

Place : Bangalore  
Date : 26/05/2018

## **ANNEXURE.- OTHER APPLICABLE ACTS AND RULES**

AIR (PREVENTION AND CONTROL OF POLLUTION) ACT 1981 , WATER (PREVENTION AND CONTROL OF POLLUTION) ACT 1974 AND THE WATER (PREVENTION AND CONTROL OF POLLUTION CESS ACT 1977, ENVIRONMENT (PROTECTION) ACT 1986 AND ENVIRONMENT PROTECTION RULES 1986

THE HAZARDOUS WASTES MANAGEMENT AND HANDLING RULES, 1989 AND THE MANUFACTURE, STORAGE AND IMPORT OF HAZARDOUS CHEMICALS RULES 1989

CONSUMER PROTECTION ACT 1986

KARNATAKA SHOPS AND COMMERCIAL ESTABLISHMENT ACT 1961, AND RULES, KERALA SHOPS AND COMMERCIAL ESTABLISHMENT ACT AND RULES

THE EMPLOYEES PROVIDENT FUND & MISCELLANEOUS PROVISIONS ACT 1952, EMPLOYEES' PF SCHEME 1952 AND EMPLOYEES PENSION SCHEME 1995

THE EMPLOYEES STATE INSURANCE ACT 1948, AND THE E.S.I. GENERAL REGULATIONS 1950

MINIMUM WAGES ACT, 1948, THE EQUAL REMUNERATION ACT, 1976 RULES MADE THEREUNDER

SEXUAL HARASSMENT OF WOMAN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

THE PAYMENT OF BONUS ACT 1965, and RULES 1975, THE PAYMENT OF GRATUITY ACT 1972 and RULES 1973 AND THE PAYMENT OF WAGES ACT 1936 and RULES 1963

THE EMPLOYEES' COMPENSATION ACT, 1923 (EARLIER KNOWN AS

WORKMEN'S COMPENSATION ACT, 1923) AND RULES 1966

CONTRACT LABOUR (REGULATION & ABOLITION) ACT 1970 and RULES 1974

EMPLOYMENT EXCHANGES (COMPULSORY NOTIFICATION OF VACANCIES) 1959 and RULES MADE THEREUNDER AND THE APRENTICES ACT 1961

THE INDUSTRIAL EMPLOYMENT (STANDING ORDERS ) ACT 1946 AND THE INDUSTRIAL ESTABLISHMENTS (National and Festival Holidays) ACT 1958

DESIGNS ACT 1911, COPYRIGHT ACT and PATENTS ACT 1970

RESEARCH AND DEVELOPMENT CESS ACT 1986

KARNATAKA FACTORIES (WELFARE OFFICERS ) RULES 1953

CENTRAL SALES TAX ACT 1956 and LOCAL SALES TAX ACTS , ENTERTAINMENT TAX ACT ( Upto 30.06.2017) AND PROFESSIONAL TAX ACT 1975

GOODS AND SERVICES TAX (GST) ACT 2017, RULES AND REGULATIONS ENACTED BY CENTRAL AND STATE GOVERNMENTS. ( WEF 01.07.2017)

INCOME TAX ACT 1961

INDUSTRIAL DISPUTE ACT , 1947

FOREIGN TRADE REGULATIONS ACT 1992

APPLICABLE LOCAL LEGISLATIONS MADE BY GOVERNMENT OF KARNATAKA, TELANGANA and KERALA

APPLICABLE LABOUR LAW LEGISLATIONS MADE BY GOVERNMENT OF KARNATAKA, TELANGANA and KERALA

## Annexure – III

### Annual Report on CSR activities

Wonderla Holidays Limited is a socially responsible organization involved in numerous community development projects and programs. The Company has integrated CSR into the business model of the Company. Involvement in CSR initiatives therefore, is a natural extension that makes a difference to the lives of people around the Company and the environment. Our objective is to uplift the economically backward classes of society through positive intervention in social upliftment programs. As part of CSR initiatives, Company regularly makes donations to NGOs working towards treatment of cancer patients, trusts for disabled people and children's homes. Further, the Company has initiated a project titled "Education - Enriching Lives" and as part of the said initiative, books, school bags, study materials and stationery are being distributed to students who are studying in Government Schools in Bannikuppe Gram Panchayat, Ramnagara District, Bangalore Urban and Rural, Karnataka, Raviryala Village, Hyderabad, Telangana and Pallikkara, Kunnathunadu Gramapanchayat, Kochi, Kerala for the academic year 2017-18. Wonderla has instituted 'Wonderla Green Awards' at Bangalore, Kochi and Hyderabad parks rewarding the schools which adopt innovative and comprehensive steps to conserve nature and natural resources. The content of CSR policy is available on website of the Company - [www.wonderla.com](http://www.wonderla.com).

1. Mr. George Joseph is the Chairman and Mr. Kochouseph Chittilappilly, Mr. Arun K Chittilappilly, Ms. Priya Sarah Cheeran Joseph and Mr. Gopal Srinivasan, are the other members of CSR Committee.
2. Avg. net profits of the Company for last three financial years: Rs 6,988.79 Lakhs
3. Prescribed CSR expenditure: Rs. 139.78 Lakhs
4. Details of CSR amount spent during the FY 2017-18.
  - a. Total amount to be spent: Rs. 139.78 Lakhs
  - b. Amount unspent, if any; Rs. 16.08 Lakhs.
 

**Reasons for not spending the amount:** The budgeted CSR initiatives could not be completed during the financial year due to some unforeseen circumstances. Moving forward the Company will endeavour to spend the complete amount on CSR activities in accordance with the statutory requirements.
  - c. Manner in which the amount is spent during the FY is detailed below:

Sl. No	CSR project or activity identified	Sector in which the project is covered	Projects or programmes 1) Local area or other 2) Specify the State and district where projects or programmes was undertaken	Amount outlay (budget) Projects or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct Expenditure on projects or programs- 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or Through Implementing Agency
1	2	3	4	5	6	7	8
1	Promoting education of poor and underprivileged Children by distribution of scholastic things, renovation of school buildings, providing financial assistance and scholarship and development of school play grounds.	Education	Bangalore, Karnataka Hyderabad, Telangana Kochi, Kerala	49.00	30.27	30.27	Direct
2	Promoting Healthcare by providing medical assistance, conducting free health camps by appointing Doctors and renovation of laboratories and sponsoring lab equipments for Government Hospital.	Health	Bangalore, Karnataka Hyderabad, Telangana Kochi, Kerala	26.00	25.21	25.21	Direct
3	Construction of individual toilets, installation of Solar and LED street lights, CCTV cameras, renovation of library cum skill development center and providing financial assistance for cleaning the river.	Community Development	Bangalore, Karnataka Hyderabad, Telangana Kochi, Kerala	31.50	30.76	30.76	Direct and through implementing agency (Merchants Association, Pallikkara, Kochi, Kerala and Government of Kerala.)
4	Providing financial assistance to orphanage homes, old age homes, child welfare organizations.	Donations to NGOs	Bangalore, Karnataka	38.50	37.46	37.46	Direct
Total				145.00	123.70	123.70	

5. The amount indicated in column (6) and (7) above is the direct expenditure on projects or programs.

6. We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with CSR objectives.

**GEORGE JOSEPH**  
Chairman – CSR Committee

**ARUN K CHITILAPPILLY**  
Managing Director

## Annexure - IV

# CORPORATE GOVERNANCE REPORT

### 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its Senior Management Personnel and the Board members. The Company's corporate governance philosophy has been further strengthened through the Wonderla Code of Conduct for Prevention of Insider Trading and the Wonderla Vigil (Whistle Blower) Mechanism.

The Company is in compliance with the requirements stipulated under Regulation 27(2) of SEBI (LODR) Regulations, 2015 entered into with the Stock Exchanges with regard to corporate governance.

### 2. BOARD OF DIRECTORS ("Board")

#### i. Composition

As on March 31, 2018, the Company had seven Directors on its Board which is headed by a Non-executive Independent Chairman. Out of the seven Directors, Three are Executive Directors one of whom is a Woman Director and four are Non-executive Directors. Out of the four Non-Executive Directors, three are independent directors.

Except for Mr. Kochouseph Chittilappilly, Mr. Arun K Chittilappilly and Ms. Priya Sarah Cheeran Joseph who are related to each other, there is no relationship between the Directors inter-se.

None of the Directors is a Member of more than ten Committees or Chairman of more than five Committees across all Public Companies in which they are Directors which is in conformity with Regulation 26 of the SEBI Listing Regulations. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2018, have been made by the Directors.

The Independent directors have confirmed that they satisfy the criteria prescribed for Independent Director as stipulated in the provisions of Section 149(6) of the Companies Act, 2013.

The Company has complied with the mandatory requirements as laid down in the Listing Regulations.

The composition of the Board as on March 31, 2018, the changes during the year under review and Directorship/ Committee positions of the Directors in other Companies, are as follows:

Name	Position/ Category	DIN	<sup>1</sup> Other Directorships		<sup>2</sup> Other Committee Positions	
			Chairman	Member	Chairman	Member
<sup>3</sup> Mr. M. Ramachandran	Non-Executive Independent	07972813	-	-	-	-
Mr. Kochouseph Chittilappilly	Promoter Non-Executive	00020512	1	1	-	-
Mr. Arun K. Chittilappilly	Promoter Executive	00036185	-	-	-	-
<sup>4</sup> Mr. George Joseph	Executive	00253754	-	3	1	-
Ms. Priya Sarah Cheeran Joseph	Executive	00027560	-	-	-	-
Mr. Gopal Srinivasan	Non-Executive Independent	00177699	2	4	-	1
Mr. R. Lakshminarayanan	Non-Executive Independent	00238887	-	4	-	2

#### Notes:

Based on the disclosures obtained from the Directors:

1 Excludes Directorships in Private Companies, foreign Companies and alternate Directorships.

2 Includes only Audit Committee and Stakeholders Relationship Committee of other Indian Public Limited Companies.

3 Appointed as Chairman (Independent) of the Company w.e.f 15<sup>th</sup> November 2017.

4 Appointed as Executive Director w.e.f 15<sup>th</sup> November 2017.

#### ii. Attendance record of Directors at Board Meetings and the Annual General Meeting of the Company held during the Financial Year 2017-18

The Board met five times during the Financial Year 2017-18 on 24.05.2017, 09.08.2017, 15.11.2017, 10.02.2018 and 24.03.2018. The gap between any two Board Meetings did not exceed one hundred and twenty days.

The details of the attendance of Directors at the Board Meetings and the Annual General Meeting held during the Financial Year 2017-18 are as follows:

Name	Attendance at	
	Board Meetings	15 <sup>th</sup> Annual General Meeting held on 9 <sup>th</sup> August, 2017
<sup>1</sup> Mr. M. Ramachandran	2	No
Mr. Kochouseph Chittilappilly	4	Yes
Mr. Arun K. Chittilappilly	5	Yes
Mr. George Joseph	5	Yes
Ms. Priya Sarah Cheeran Joseph	2	No
Mr. Gopal Srinivasan	4	Yes
Mr. R. Lakshminarayanan	5	No

Notes:

1 Appointed as Director w.e.f 15th November 2017.

The prescribed quorum was present for all the Meetings.

During the Financial Year 2017-18, information as mentioned in Regulation 17 of the Listing Regulations has been placed before the Board for its consideration. In addition to the information as enumerated in Regulation 17 of the Listing Regulations, the Directors are presented with information on various matters related to the operations of the Company in a manner appropriate to enable them to effectively discharge their duties, especially those requiring deliberation at the highest level. Where it is not practicable to provide the relevant information as a part of the Agenda papers, the same is tabled at the Meeting. Presentations are also made to the Board by functional heads on various issues concerning the Company. The Directors also have Independent access to the Senior Management at all times.

#### Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to Directors, which inter-alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, the Listing Regulations and other relevant regulations and their affirmation is taken with respect to the same.

#### Familiarisation program for Independent Directors

The Company has conducted the familiarisation program for Independent Directors appointed during the year. The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. As part of ongoing familiarisation to the Independent Directors/ Board, presentations were made at the meetings of the Board / Committees by various functional heads. The Independent Directors are also informed of key happenings in the Company by way of periodical email/ call communication. The Company's policy of conducting the Familiarization program has been disclosed on the website of the Company at [www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)

#### Meeting of Independent Directors

The Company's Independent Directors met once during the year without the presence of Executive Directors, Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by Mr. M. Ramachandran, Mr. Gopal Srinivasan and Mr. R. Lakshminarayanan the Independent Directors and was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

#### Compliance with the Code of Conduct

The Company has adopted Code of Conduct. The Code is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

The Managing Director has given a declaration that the Directors and Senior Management Personnel of the Company have given annual affirmation of compliance with the code of conduct during the fiscal year 2017-18.

The Company has a vigil (Whistle Blower) mechanism which aims to provide a channel to the Directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The detailed policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

### 3. COMMITTEES OF BOARD

To focus effectively on specific issues, the Board has constituted the following Committees with detailed charters laying down specific terms of reference:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Corporate Social Responsibility Committee

The Company Secretary acts as the Secretary to all these Committees.

The Minutes of the Meetings of the above Committees are placed before the Board for discussions/ noting.

#### A. AUDIT COMMITTEE

The Audit Committee oversees the existence of effective internal control systems to ensure that:

- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures.
- Compliance with all relevant statutes.

The Audit Committee also acts as a link between the statutory auditor, internal auditor and the Board.

#### I. Terms of reference

The Audit Committee functions according to its charter which is in line with the provisions of Regulation 18 of the Listing Regulations read with section 177 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions. The Terms of reference of Audit Committee are briefly enumerated below:

- Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are materially correct, sufficient and credible.
- Discuss and review with the management and auditor annual/ quarterly financial statements and auditor's report before submission to the Board,
- Provide recommendations to the Board related to the appointment, re-appointment, remuneration and terms of appointment of the auditors' of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Hold timely discussions with external/ statutory auditor regarding the nature and scope of Audit as well as post-Audit discussion/ review for ascertaining any area of concern prior to commencement of audit.
- Review management letters/ letters of internal control weaknesses issued by statutory auditor.
- Evaluation of Internal financial controls.
- Evaluate on a regular basis the adequacy of risk management systems.
- Whistle Blower / Vigil Mechanism.
- Maintain an oversight of the adequacy/functioning of the whistle blowing/ vigil mechanism. It shall review the Company's arrangements for its employees, stakeholders and Directors to raise concerns, in confidence, about possible wrongdoing in the Company on matters including those related to ethics, compliance, financial reporting, accounting and auditing.
- Ensure that these arrangements allow independent investigation of such matters and appropriate follow up action.
- The whistle blower/ vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee on appropriate or exceptional cases.
- Review the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors. Review the valuation of undertakings or assets of the Company, wherever it is necessary.
- Review the statement of significant related party transactions submitted by the management, including the 'significant' criteria/thresholds decided by the management.
- Provide approval of any subsequent modification of transactions of the company with related parties.

During the year under review, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas.

## II. Composition

The Audit Committee comprises four Directors each of who possesses financial/ accounting expertise. The Chairman of the Audit Committee is an Independent Director. The composition of Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations as given below:

Name	Designation	Category
<sup>1</sup> Mr. M. Ramachandran	Chairman	Independent Director
Mr. George Joseph	Member	Executive Director
Mr. Gopal Srinivasan	Member	Independent Director
Mr. R. Lakshminarayanan	Member	Independent Director

<sup>1</sup> Appointed as Chairman w.e.f 15<sup>th</sup> November 2017.

The Company Secretary acts as the Secretary to the Committee. Managing Director and Chief Financial Officer are permanent invitees to the meetings of the Audit Committee. The concerned partners/ authorised representatives of the statutory auditor and the internal auditor are also invited to the meetings of the Audit Committee.

## III. Meetings and attendance during the Financial Year 2017-18

During the year, the Audit Committee met four times 24.05.2017, 09.08.2017, 15.11.2017 and 10.02.2018 and the gap between any two Meetings did not exceed one hundred and twenty days. The prescribed quorum was present for all the meetings. The details of attendance of the Members at these Meetings are as follows:

Name	Number of Meetings Attended
<sup>1</sup> Mr. M. Ramachandran	1
<sup>2</sup> Mr. George Joseph	4
Mr. Gopal Srinivasan	3
Mr. R. Lakshminarayanan	4
<sup>3</sup> Mr. Arun K Chittilappilly	3

<sup>1</sup> Appointed as Chairman w.e.f 15<sup>th</sup> November 2017.

<sup>2</sup> Designated as Member w.e.f 15<sup>th</sup> November 2017.

<sup>3</sup> Ceased to be a Member w.e.f 15<sup>th</sup> November 2017.

The then Chairman of the Audit Committee, Mr. George Joseph, was present at the 15<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 2017.

## B. NOMINATION AND REMUNERATION COMMITTEE

### I. Terms of reference

The Nomination and Remuneration Committee (NRC) functions according to its charter which is in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions.

The purpose of Nomination and Remuneration Committee is to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with criteria laid down and also carry out evaluation of every Director's performance.

Nomination Activities:

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board and identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Devising a policy on Board diversity;
- Oversee familiarization programs for Directors;

Remuneration Activities:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and Chief Executive Officer to run the Company successfully.
- b) Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

## II. Composition

The Nomination and Remuneration Committee comprises four Directors as enumerated below:

Name	Designation	Category
Mr. Gopal Srinivasan	Chairman	Independent Director
Mr. Kochouseph Chittilappilly	Member	Non-Executive Director
Mr. R. Lakshminarayanan	Member	Independent Director
Mr. M. Ramachandran	Member	Independent Director

## III. Meetings and attendance during the Financial Year 2017-18

The Nomination and Remuneration Committee met four times during the year on 24.05.2017, 09.08.2017, 15.11.2017 and 24.03.2018. The prescribed quorum was present for all the meetings. The details of attendance of the Members at the Meetings are as follows:

Name	Number of Meetings Attended
Mr. Gopal Srinivasan	3
Mr. Kochouseph Chittilappilly	3
Mr. R. Lakshminarayanan	4
<sup>1</sup> Mr. M. Ramachandran	1
<sup>2</sup> Mr. George Joseph	3

<sup>1</sup> Appointed as Member w.e.f 15<sup>th</sup> November 2017.

<sup>2</sup> Ceased to be a Member w.e.f 15<sup>th</sup> November 2017.

## IV. Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director and the Whole-time Director. NRC also recommends the commission payable to the Managing Director, the Whole-time Director and Non Executive Directors out of the profits of the Company and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Managing Director, the Whole-time Director and Non Executive Directors.

During the year 2017-18, the Company paid sitting fees of Rs. 20,000 per meeting to its Non-Executive Directors for attending meetings of the Board and Rs. 10,000 for attending the meetings of Committees of the Board. The Members have approved payment of commission to Non-Executive Directors within the prescribed ceiling limit of 1% of the net profits of the Company as computed under applicable provisions of Companies Act, 2013. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

## V. Remuneration of Directors for 2017-18

(Rs. In Lakhs)

Name of the Director	Sitting Fee	Salaries and Allowances	Perquisites	Commission	Total
<sup>1</sup> Mr. M. Ramachandran	0.70	-	-	3.38	4.08
Mr. Kochouseph Chittilappilly	1.10	-	-	45.56	46.66
Mr. Arun K Chittilappilly	-	66.06	1.82	77.74	145.62
Ms. Priya Sarah Cheeran Joseph	-	47.49	0.30	50.53	98.32
<sup>2</sup> Mr. George Joseph	1.50	11.33	-	17.29	30.12
Mr. Gopal Srinivasan	1.40	-	-	2.25	3.65
Mr. R. Lakshminarayanan	2.20	-	-	5.38	7.58

<sup>1</sup> Appointed as Chairman (Independent Director) w.e.f 15<sup>th</sup> November 2017.

<sup>2</sup> Appointed as Whole-time Director w.e.f 15<sup>th</sup> November 2017.

Sitting fee indicated above includes payment for Board-level Committee meetings.

## VI. Performance Evaluation

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The criteria for performance evaluation covers the areas relevant to their functioning as Independent Directors or other Directors, member of Board or Committees of the Board.

## C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee functions according to its charter which is in line with the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013 ("Act") that defines its composition, authority, responsibility and reporting functions.

The Company has constituted a Stakeholders Relationship Committee to specifically focus on redressal of Shareholders/ Investors complaints and grievances and to note the transfers etc. of shares.

## I. Terms of reference

The brief terms of reference of the Stakeholders Relationship Committee are as follows:

- To receive the report of the Registrar and Share Transfer Agents about investors' complaints and grievances and follow up for necessary action taken for redressal thereof;
- To review the existing "Investor Redressal System" and suggest measures for improvement in investor relations;
- To note the transfer/ transmission/ transposition/ rematerialisation/ dematerialization of shares and consolidation/ splitting of folios as approved by the persons duly authorized by the Board of Directors in this regard and issue of share certificates in exchange for sub-divided, consolidated, defaced, torn, etc;
- To review the Shareholding Pattern of the Company and the changes therein;
- To appoint and remove Registrars and Share Transfer Agents, decide the terms and conditions, remuneration, service charge/ fees and review their performance;
- Consider and resolve the grievances of security holders of the Company including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices.

## II. Composition

The Stakeholders Relationship Committee comprises four Directors as enumerated below:

Name	Designation	Category
Mr. R. Lakshminarayanan	Chairman	Independent Director
Mr. George Joseph	Member	Executive Director
Mr. Arun K Chittilappilly	Member	Executive Director
<sup>1</sup> Mr. M. Ramachandran	Member	Independent Director

<sup>1</sup> Appointed as Member w.e.f 15<sup>th</sup> November 2017.

**III. Meetings and attendance during the Financial Year 2017-18**

The Committee met four times during the year on 24.05.2017, 09.08.2017, 15.11.2017 and 10.02.2018. The details of attendance of the Members at the Meetings are as follows:

Name	Number of Meetings Attended
Mr. R. Lakshminarayanan	4
Mr. George Joseph	4
Mr. Arun K Chittilappilly	4
<sup>1</sup> Mr. M. Ramachandran	1
<sup>2</sup> Ms. Priya Sarah Cheeran Joseph	2

*1 Appointed as Member w.e.f 15<sup>th</sup> November 2017.*

*2 Ceased to be a Member w.e.f 15<sup>th</sup> November 2017.*

**IV. Details of Shareholders complaints / queries**

The details of Shareholders' complaints during the Financial Year 2017-18 are as follows:

Status of Complaints	Number of Complaints
Pending as of 1 <sup>st</sup> April, 2017	NIL
Received during the Financial Year 2017-18	52
Disposed of during the Financial Year 2017-18	52
Pending as of 31 <sup>st</sup> March, 2018	NIL

**V. Balance in the IPO-Refund Account**

As on 31<sup>st</sup> March 2018, the amount outstanding in the IPO-Refund Account maintained with Indusind Bank is Rs. 6,00,000 with respect to 35 applicants.

**D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE****I. Terms of reference**

The Corporate Social Responsibility Committee has been constituted under Section 135 of the Companies Act, 2013 and the relevant rules made there under.

The brief terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company.

**II. Composition**

The Corporate Social Responsibility Committee comprises four Directors as enumerated below:

Name	Designation	Category
<sup>1</sup> Mr. George Joseph	Chairman	Executive Director
Mr. Kochoseph Chittilappilly	Member	Non-Executive Director
Mr. Arun K Chittilappilly	Member	Executive Director
Ms. Priya Sarah Cheeran Joseph	Member	Executive Director
Mr. Gopal Srinivasan	Member	Independent Director

*1 Appointed as Chairman w.e.f 15<sup>th</sup> November 2017.*

### III. Meetings and attendance during the Financial Year 2017-18

The Committee met once during the year on 24<sup>th</sup> May, 2017. Two members attended the meeting.

## 4. GENERAL BODY MEETINGS

a. Location and time of the last three Annual General Meetings:

Year	Date	Time	Venue
2016-17	09.08.2017	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.
2015-16	01.08.2016	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.
2014-15	12.08.2015	04.00PM	Wonderla Resort, Jadenahalli , Hejjala.P.O, 28 <sup>th</sup> KM, Mysore Road, Bangalore-562109.

b. Special Resolutions passed in the previous three Annual General Meetings:

Annual General Meeting held on	Subject of resolutions
09.08.2017	No Special Resolutions were passed during the Annual General Meeting.
01.08.2016	Approval for issue of shares under Employee Stock Option Scheme
12.08.2015	<ul style="list-style-type: none"> <li>➤ To borrow monies in excess of the aggregate of paid up share capital and free reserves of the Company but not exceeding Rs. 300 Crores</li> <li>➤ To create charge and /or mortgage for borrowings upto Rs. 300 Crores</li> <li>➤ To invest surplus funds of the Company in deposit(s) of banks, financial institutions, Housing finance Companies and mutual fund(s) and to acquire by way of subscription, purchase or otherwise the securities of other Body Corporates in excess of the limits specified under the said Section 186 of Companies Act, 2013 but not exceeding Rs. 300 Crores</li> </ul>

c. Resolutions passed during the year through Postal Ballot:

During the year, two resolutions were passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require special resolution through postal ballot.

Postal Ballot duration	Subject of resolutions
November 21, 2017 to December 20, 2017	Ordinary Resolution - Appointment of Mr. M. Ramachandran as an Independent Director for a term of two years.
	Special Resolution - Appointment of Mr. George Joseph as Whole-time Director for a period of two years.

## 5. RELATED PARTY TRANSACTIONS

The Company has formulated a policy on materiality of related party transactions and the procedure to deal with related party transactions. The detailed policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)). The related party transactions, if any, are reported to the Audit Committee on quarterly basis for its review. The related party transactions during the year are reported in Notes to accounts.

## 6. CEO/CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for financial reporting purpose as required under SEBI Listing Regulations for the year ended 31<sup>st</sup> March, 2018.

## 7. DISCLOSURES

During the year under review, the Company had no related party transactions, that is considered to have potential conflict with the interests of the Company at large. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions and during the year there were no material transactions with related parties. The policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the Company has complied with all the applicable requirements of capital markets and no penalties or strictures have been imposed on the Company by Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

The Company has put in place a vigil mechanism to report illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the Audit Committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The detailed policy is available on the website of the Company ([www.wonderla.com/investor-relations/prospectus-and-policies](http://www.wonderla.com/investor-relations/prospectus-and-policies)).

## 8. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results of the Company are widely published in leading newspapers such as Business Standard and Vijayavani. Up-to-date financial results, Concall transcripts, official press releases and other information about the Company as required by SEBI is available on the Company's website [www.wonderla.com](http://www.wonderla.com)

## 9. GENERAL SHAREHOLDER INFORMATION

### I. Annual General Meeting

The 16th Annual General Meeting of the Company for the Financial Year 2017-18 is scheduled to be held at 4.00 p.m on Tuesday, the 7th of August, 2018 at Wonderla Resort, 28th KM, Mysore Road, Bangalore-562109, Karnataka.

### II. Dates of Book Closure

The Register of Members and share transfer books will remain closed from 1st August, 2018 to 7th August, 2018 (both days inclusive).

### III. Financial Calendar 2017-18

The Company expects to announce the results for the Financial Year 2018-19, as per the following schedule:

First quarter results	:	on or before 14th August, 2018
Second quarter results	:	on or before 14th November, 2018
Third quarter results	:	on or before 14th February, 2019
Annual results	:	on or before 30th May, 2019
Financial Year	:	1st April to 31st March

### IV. Dividend payments

The dividend for the financial year 2017-18 will be paid from 11th August, 2018 onwards, if approved by the shareholders of the Company in the ensuing Annual General Meeting.

Members who have not encashed their dividend within the validity period may write to the Company at its Registered Office or to Karvy Computer Share Private Limited, the Registrar & Share Transfer Agent of the Company for obtaining payment through demand drafts.

As per the provisions of Section 125 of the Companies Act, 2013, the Company is required to transfer the unpaid dividend amount which is unclaimed for a period of seven years from the date of declaration of dividend to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

### V. Listed on stock exchanges and stock code

BSE Limited : 538268

National Stock Exchange of India Limited : WONDERLA

Performance of share price of the Company in comparison to BSE Sensex:



**VI. Annual Listing and Custodial Fee**

The Company has paid the Annual Listing and custodial fee for the year 2017-18 to respective stock exchanges and Depositories within the stipulated time.

**VII. Registrar & Share Transfer Agents**

Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower- B, Plot No 31 & 32., Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India.

Tel: +91 - 40 - 67161500, 33211000; Fax: +91 - 40 – 23420814, 23001153

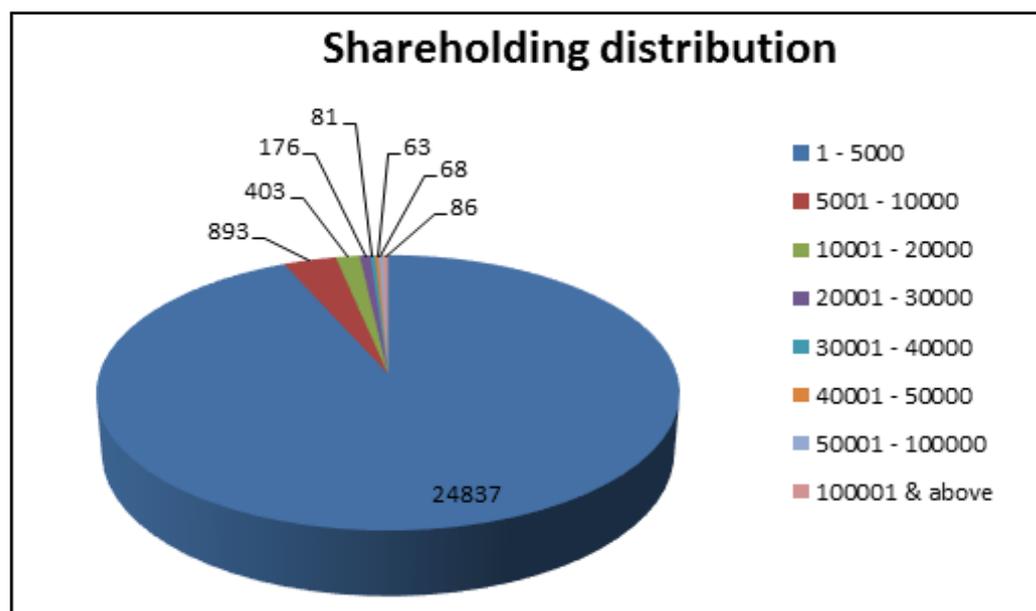
Website: <http://karisma.karvy.com>

**VIII. Share Transfer System**

Shares sent for transfer in physical form are registered and dispatched within 15 days of receipt of the documents, if documents are found to be in order. Shares under objection are returned within 15 days. Monitoring of Share Transfers and other investor related matters are dealt with by the Stakeholders Relationship Committee. The Company's Registrars, Karvy Computershare Private Limited processes the share transfers in respect of physical securities on a fortnightly basis and the processed transfers are approved by the authorized Executives of the Company also on a fortnightly basis. All requests for dematerialization of shares, which are in order, are processed within 15 days and the confirmation is given to the respective depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**IX. Shareholding Pattern****a. Distribution of Shareholding as on March 31, 2018**

S.No	Category	No. of Shareholders	Percentage of Shareholders	Amount	Percentage of Shareholding
1	1 - 5000	24837	93.35	23137050	4.10
2	5001 - 10000	893	3.36	6770390	1.20
3	10001 - 20000	403	1.51	5871820	1.04
4	20001 - 30000	176	0.66	4406920	0.78
5	30001 - 40000	81	0.30	2850000	0.50
6	40001 - 50000	63	0.24	2894890	0.51
7	50001 - 100000	68	0.26	4876010	0.86
8	100001 & ABOVE	86	0.32	514199620	91.01
	Total:	26607	100.00	565006700	100.00



## Shareholding Pattern as on March 31, 2018

Sl.No.	Description	No. of Shareholders	No. of Shares	Percentage of Shareholding
1	Promoters	2	22517492	39.85
2	Promoters Group	4	17591730	31.14
3	Foreign Portfolio Investors	25	6341495	11.22
4	H U F	493	156236	0.28
5	Indian Financial Institutions	1	7693	0.01
6	Bodies Corporate	313	999669	1.77
7	Mutual Funds	10	3109368	5.50
8	NBFC	4	1863	0.00
9	Non Resident Indians	841	671772	1.20
10	Resident Individuals	24633	4840319	8.57
11	NRI Non-Repatriation	246	159035	0.28
12	Banks	2	8095	0.01
13	Clearing Members	32	92087	0.16
14	Trusts	1	3816	0.01
	Total	26607	56500670	100.00

## c. Details of Shareholding of Directors as on 31st March 2018

Name of the Director	No. of Shares (Rs.10/- per share Paid up)	% of total equity
Mr. M. Ramachandran	Nil	-
Mr. Kochouseph Chittilappilly	1,46,07,292	25.85
Mr. Arun K. Chittilappilly	79,10,200	14.00
Ms. Priya Sarah Cheeran Joseph	15,09,000	2.67
Mr. George Joseph	Nil	-
Mr. Gopal Srinivasan	Nil	-
Mr. R. Lakshminarayanan	Nil	-

## d. Dematerialization of shares and Liquidity as on March 31, 2018:

Category	No. of Holders	Total Shares	Percentage of Shareholding
PHYSICAL	5	407	0.00
NSDL	16991	51231956	90.67
CDSL	9611	5268307	9.32
<b>TOTAL</b>	<b>26607</b>	<b>56500670</b>	<b>100.00</b>

## e. No. of Shares in Demat form as on March 31, 2018:

No. of Shares	% of Shares	No. of Shareholders	% of Shareholders
56500263	99.99	26602	99.99

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity- NIL

## X. Branch Locations :

1. Wonderla Holidays Limited, 28th KM, Mysore Road, Bangalore-562 109 Karnataka, India (Registered Office cum Branch).
2. Wonderla Holidays Limited, Pallikkara, Kumarapuram, P.O., Kochi-683 565, Kerala, India.
3. Wonderla Holidays Limited, Kongara Raviryala P.O., Rangareddy District, Hyderabad – 501510, Telangana, India.X.

## Address for Correspondence

Address of Registered Office of Company	Registrar and Transfer Agent
Wonderla Holidays Limited 28th KM, Mysore Road, Bangalore- 562 109	Karvy Computershare Private Limited Karvy Selenium, Tower- B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India.

For Wonderla Holidays Limited

To the Members of Wonderla Holidays Limited

# Independent Auditor's report on Compliance of Corporate Governance Report

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This Report is issued in accordance with the terms of our engagement letter dated 14 November 2017.

Wonderla Holidays Limited ('the Company') requires Independent Auditor's Report on Corporate Governance as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 April 2017 to 31 March 2018.

## Management's Responsibility

The preparation of the Corporate Governance report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2017 to 31 March 2018. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

## Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to state whether the Company has complied with the above said compliance conditions of Corporate Governance for the period 1 April 2017 to 31 March 2018.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2017 to 31 March 2018 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

## Opinion

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, the Company has complied with the conditions of Corporate Governance as specified in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

## Restrictions on use

This Report is issued solely for the purpose of complying with Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2017 to 31 March 2018 and may not be suitable for any other purpose.

for **B S R & Co. LLP**

Chartered Accountants

Firm's registration number: 116231W/W-100024

**G. Prakash**

Partner

Membership number: 099696

Place: Bangalore, India

Date: 26 May 2018

# Annexure – V

## Management Discussion and Analysis

### Economic Overview

According to a report released by World Bank in March 2018, the Indian economy is set to return to its trend growth rate of 7.5% in the coming years as it bottoms out from the impact of the Goods and Services Tax (GST) and demonetisation. India’s Gross Domestic Product (GDP) growth saw a temporary dip in the last two quarters of 2016-17 and the first quarter of 2017-18. This was caused by demonetisation and disruptions surrounding the initial implementation of GST. Economic activity has begun to stabilise since August 2017. India grew by an estimated 6.7% in 2017, as per the World Bank’s estimates, and is forecast to grow by 7.3% in 2018, and 7.5% in both 2019 and 2020.

The Indian recovery will lift South Asia as a region, making it the world’s fastest growing zone again, possibly even widening its lead over East Asia and the Pacific, stated the World Bank’s bi-annual South Asia Economic Focus report (April 2018). It will drive growth in South Asia to increase to 6.9% in 2018 and 7.1% in 2019.

With the impact of demonetisation fading and with the implementation of GST gradually smoothening out, consumption is picking up, leading to a significant resurgence across sectors.

Lately, India’s growth has been supported by prudent macroeconomic policy: a new inflation targeting framework, energy subsidy reforms, fiscal consolidation, higher quality of public expenditure and a stable balance of payment situation. In addition, recent policy reforms have helped India improve the business environment, ease inflows of foreign direct investment (FDI) and improve credit behaviour.

BCG’s report on India’s changing consumer scenario lays out some optimistic factors:

- Workforce Expansion:** India’s labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.
- GDP Growth:** India’s GDP is expected to reach US\$ 6 trillion by FY2027 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.
- Continuing Urbanisation:** The country’s continuing pattern of urbanisation is uniquely Indian. The migration to urban centres is not concentrated in a few cities. In India, the population is booming in scores of small cities across the country. About 40% of India’s population will be living in urban areas by 2025, and these city dwellers will account for more than 60% of consumption. Much of this growth will take place in small towns.
- Rising Incomes:** In terms of consumption expenditures, emerging cities (those with populations of less than 1 million) will be the fastest growing. Fuelled by rising affluence, expenditures in these cities are rising by nearly 14% a year, while consumer spending in India’s biggest cities is increasing at about 12% a year.

### Industry Overview

The recreation industry is one of the most promising sectors in India. Amusement parks account for nearly 40% of the total leisure industry turnover. The Indian amusement park segment is still valued at US\$ 400 million, compared to the US\$ 25 billion global amusement park segment, which translates into immense growth opportunities.

Leisure travel spending reached Rs 12,079 billion (US\$ 179.7 billion) in 2016 and is expected to reach Rs 12,910 billion (US\$ 196.41) billion in 2017 and US\$ 386.3 billion by 2027.

According to the Indian Association of Amusement Parks and Industries, “The Indian amusement and theme park industry has been growing at a compounded annual growth rate of more than 17.5% with an annual revenue of around Rs 17 billion. This is estimated to grow to at least Rs 40 billion (Rs 4,000 crore) by 2020.”

Amusement parks increasingly promote social wellness and beget fun and learning for children and their families. Keeping this in mind, and heeding to requests from multiple bodies, the GST council had reduced the GST burden on admission charges to amusement parks from 28% to 18%.

### Global Theme Park Industry

The theme park industry has been a mainstay for around 60 years of modern history. The global theme park industry is estimated at ~ US\$ 32 billion. Parks in the US and Europe are near maturity levels, whereas Asia has seen rapid growth in visitors in the last 7 years.

After a fairly flat 2016, the industry resumed its historic pace of growth. As per TEACOM 2017 The Global Attractions Attendance Report, Asia’s attendance expanded by 5.5% driven by Mainland China with Shanghai Disneyland’s first full year responsible for much of the gain. North America had steady results of 2.3% exceeding 150 million visits for the first time.

Established players are facing tough challenges in maintaining market penetration and managing attrition. In 2017, weather issues due to hurricanes severely affected attendance and increased cancellations in the US.

Consequently, to overcome the challenges and stay ahead of the curve, the world’s largest theme park operators are on a spending spree, vying for visitors and locked in a fierce competition.



Expansion fuelled by intellectual property is a recent development observed across international theme parks. From Sesame Street to Star Wars, Harry Potter, Minions, Avatar, DC & Marvel comic

characters, among others, theme park additions are increasingly exploiting the connect of these brands with the audience to generate footfalls.

To summarise, in expanding market areas such as the Asia Pacific and Latin America, due to lower park to population ratio, there is ample scope for growth. Rising income levels and increasing expenditure on leisure activities in the region will be the key drivers for growth.

### Indian Theme Park Industry

Theme Parks are a major attraction for children and families, as they provide a day full of entertainment. A variety of options, in the form of different rides, add a sense of thrill and adventure to the experience.

The concept of outdoor leisure activities is steadily moving up an average Indian's 'wish list' and is no longer considered a luxury. A key differentiator is that compared to an economy skewed towards exports such as China, the Indian GDP is already 64% private consumption driven. With a pool of 1.1 billion consumers, there is a strong foundation for sustainable growth of the park industry.

A theme park is a pro-active form of leisure, unlike visits to the mall and cinemas. For the growing number of nuclear families in India, where both parents are working, amusement parks are an avenue to spend quality time together, thus deepening bonds and fostering affection. Over and above the family aspect, the parks play an active role to help the community to come together and live a better life.

Furthermore, the presence of a theme park is a major attraction driving tourism. About 30-35% visitors of a theme park are tourists who are visiting the state/city in which a theme park is located. Children and youth visit the park either in school groups or with families and constitute 50% of park visitors; while adults constitute the remaining half as they either visit with their families or in corporate groups. The parks are indeed a desirable and convenient leisure spots offering a unique blend of tourism, adventure and togetherness, all under one roof.

On the flip-side, the Indian park industry still has long way to go before it reaches the global level. It is estimated that the total capital investment made in the amusement and theme park industry in India, till date, is over Rs 40,000 crore (excluding investment on land), and will attract further Rs 15,000-20,000 crore in investments over the next 4-5 years.

For the amusement sector to achieve the ambitious goal of growing to at least Rs 40 billion (Rs 4,000 crore) by 2020, there are still a few obstacles to overcome.

Some of the key challenges faced by the sector are: having a high level of domestic traffic versus a disproportionately low footfall; not appealing to foreign tourists enough; a limited product range, the lack of innovation and incentive to upgrade in parks; and the lack of new age marketing and positioning tools to expand the visitor base.

### Growth Drivers

Compared to global peers, the penetration of theme parks per head in India is still very low. Currently, for a population of 1.15 billion in the country, there are only around 150 amusement parks. Hence, there is a broad runway for this sector to grow and prosper. The Indian market offers unique proposition in the form of:

- Desirable demographics in the form of the youngest workforce in the world, with an increasing per capita income.
- A cultural shift, and an increasing emphasis on the urge to lead a holistic life with a balance of work and leisure.

- Decreasing dependability ratio and shrinking family size.
- An investment-linked deduction under Section 35 AD of the Income Tax Act is in place for establishing new hotels in the 2-star category and above across India, thus permitting a 100% deduction in respect of the whole or any expenditure of a capital nature.
- Growth in low-cost airlines is expected to lower tourism costs and increase domestic spending on tourism. Low-cost flights under the Ude Desh ka Aam Naagrik (UDAN) scheme are expected to connect under-served regions in the country and promote domestic tourism.
- Government initiatives on building transport corridors such as expressways and Metro lines are bringing an increasing number of people closer to the entertainment hubs. While daily journeys — like the ones to college or workplace have been simplified, because of enhanced connectivity to popular entertainment destinations, the occasional weekend outing has also been incentivised.

### Positioning of Wonderla

A plethora of options at all the three Wonderla Parks across India enable visitors to break the cycle of repetition and enjoy to the fullest. In an ever-changing and a vast ecosystem of amusement parks, success depends on multiple factors. Our team at Wonderla has ensured that we are well positioned to make the most of each opportunity available.

- Wide range of options and attractions: The 3 parks of Wonderla have a variety of rides available for the patrons to enjoy. New thrill rides have been added in the last 2 financial years in Bangalore and Kochi. This gives people of all ages ample scope to enjoy and make their trip to the park memorable. All the three parks have land as well as water rides under the same ticket.
- Refreshment / F&B: All our parks have a range of multi-cuisine restaurants, which provide the much-needed refreshment to our visitors. -- This enables us to generate a fair share of non-ticket revenue, and also adds to our visitors' wholesome experience.
- Theme and Continuity: The whole experience of a visiting a Wonderla Park, including all the activities and designs, is themed. Visitors go through an immersive experience of gravity defying, courage testing, and mind enthralling rides across all the rides in the park.

To enable our visitors to extend their joyful experience beyond the park rides, we have a Three Star leisure resort attached to the amusement park in Bangalore. The resort has 84 luxury rooms and facilities for hosting wedding receptions, parties, corporate events and meetings.

- Innovation: A continuing process of innovation helps to keep up with the changing patterns of customer preferences, while also maintaining customer loyalty. It drives the excitement to re-visit a park and experience any new additions.

In 2017, we invested Rs 34.06 crore and launched Mission Interstellar - India's first space flying experience ride, developed in collaboration with leading US and European theme park design companies. It also boasts a 3,500 sq. ft. parabolic screen, with a 4K resolution laser projector, which makes it the largest screen in India.

- **Engineering Capabilities:** We are proud of our in-house rides design team and manufacturing capability. A third of our rides are built internally, resulting in significant savings in the overall cost. Our robust team of global trained engineers, with a cumulative 80-90 years of experience, roll out new rides at regular intervals, thereby maintaining a fresh ecosystem and ensuring that park attractions are never outdated.
- **Capacity and Queue Management:** The management of capacity during peak and off-peak times, as well as seasonal variations in demand, are major factors for success and optimal customer satisfaction. We have a "FASTRACK" facility at our parks which enables our customers to buy/upgrade to a quicker track/ line to rides.
- **Branding:** Corporate branding enables theme parks to create a favourable image. Increasing security, trust and recognition allows a park to attract customers more efficiently. It strategically places a park in sync with the local tourism industry. Having three famous parks in South India has worked to our advantage. Our visitors are known to visit our parks in other cities while on vacation, or recommend other parks to their peers in the cities they haven't visited, based on the experience they have had and the trust we have built. A testimony to our strong brand, developed over a long period of time, is reflected through the high-quality visitor experience. This is provided by focusing on a good variety of family rides, hygiene, maintenance, F&B variety, reasonable pricing, and the high ratings by leading travel platforms in the world.
- **Location:** All our parks are located near cities, just a comfortable drive of 20-25 km away. Setting up or expanding an amusement park primarily requires large land parcels and an intensive capital outlay. We have strategically acquired our existing land bank with the long-term foresight to prevent getting mired by the issues of land scarcity and rising real estate premiums. All of our parks still have a substantial land bank upon which we can expand and grow further.
- Income from operations increased to Rs 27,049.34 lakhs as against Rs 26,282.23 lakhs in the previous year, up by 3%
- Profit Before Tax increased to Rs 5,924.16 lakhs as against Rs 4,853.30 lakhs in the previous year, up by 22%.
- Profit After Tax increased to Rs 3,850.39 lakhs as against Rs 3,391.11 lakhs in the previous year, up by 13%

Despite Headwinds of GST rates at a very high 28% during major part of the Year, our revenue marginally grew (1.2%). A pragmatic approach over cost control and increased focus on customer satisfaction has increased profitability. As a result, our EBIDTA margins witnessed a growth of 23% from 791 million over the previous year to 969 million this fiscal. A noteworthy achievement we are proud to share is that our Bangalore park has been awarded India's No. 1 and Asia's 6th best Amusement park.

#### Future Outlook

- **Scalability:** In addition to the recently acquired land in Chennai, our team is always on the lookout for identifying potential opportunities for new parks in other key geographies.
- **Focus on improving footfalls:** We continuously evaluate customer preferences to innovate attractions based on popular concepts and meet their expectations. The key is to keep customers excited and to build up anticipation for new upcoming attractions.
- **Expand revenue streams:** We bolster revenues from entry tickets by offering value-added services like FASTRACK e-wallet, in-house restaurants, merchandise sale, and photography and video shoots of customer experiences.
- **Marketing & Social media:** We will continue to promote our parks & attractions through marketing initiatives: ad campaigns using various media outlets as well as tour operators. Social media, in particular, helps reach both existing & potential customers directly, and creates a buzz around our parks.

#### Financial Overview

Our reported Income from operations, Profit Before Tax and Net Profit have been:

## Annexure VI

# Business Responsibility Report

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L55101KA2002PLC031224
2	Name of the Company	Wonderla Holidays Limited
3	Registered address	28th KM, Mysore Road, Bangalore - 562109, Karnataka.
4	Website	www.wonderla.com
5	e-mail id	investors@wonderla.com
6	Financial Year reported	2017-18
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Amusement Park – 93210 Resort - 56301
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	1. Amusement Parks 2. Resort
9	Total number of locations where business activity is undertaken by the Company	3
	a. Number of International Locations (Provide details of major 5)	Nil
	b. Number of National Locations	3
10	Markets served by the Company – Local/ State/ National/ International/	Karnataka, Kerala, Telangana, Andhra Pradesh, and Tamilnadu

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	5,650.07 lakhs
2	Total Turnover (INR)	27,834.06 lakhs
3	Total profit after taxes (INR)	3,850.39 lakhs
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	3.21%.
5	List of activities in which expenditure in 4 above has been incurred.	Refer CSR report

### SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Not Applicable

### SECTION D: BR INFORMATION

1	Details of Director/ Directors responsible for BR	
	(a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies	
	DIN Number	00036185
	Name	Mr. Arun K Chittilappilly
	Designation	Managing Director
	(b) Details of the BR head	
	DIN Number (if applicable)	NA
	Name	Mr. Sivadas M
	Designation	President - Admin
	Telephone number	080-22010300
e-mail id	sivadas@wonderla.com	

2. Principle-wise (as per ‘National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business’) BR Policy/ policies

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	www.wonderla.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders’ grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

**Principle-wise Index**

P1 – Code of conduct and Ethics	P6 – HSE Policy
P2 – Supplier Code of Conduct	P7 – Advocacy statement
P3 – HR Policies, Human Rights statement	P8 – CSR Policy
P4 – CSR Policy	P9 – Information Security Policy
P5 – Human Rights Statement	

(b) If answer to the question at serial number 1 against any principle, is ‘No’, please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, Annual www.wonderla.com

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

No.	Principle 1		
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others?	Yes. It does not extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others	
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	Refer Corporate Governance section	
No.	Principle 2		
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The Company is operating in Service sector	
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):	The Company is operating in Service sector	
	(a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?	Refer conservation of energy section.	
	(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Refer conservation of energy section.	
3	Does the company have procedures in place for sustainable sourcing (including transportation)?	Yes	
	(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Wherever feasible.	
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes. Wherever feasible	
	(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company engages with local suppliers wherever feasible	
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	Yes >10%. The Company has stringent waste/ water management practices for internally generated wastes. Water is 100% recycled and solid waste is handed over to recyclers/ resellers.	
No.	Principle 3		
1	Please indicate the Total number of employees.	2139	
2	Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.	1500	
3	Please indicate the Number of permanent women employees.	59	
4	Please indicate the Number of permanent employees with disabilities	No	
5	Do you have an employee association that is recognized by management.	No	
6	What percentage of your permanent employees is members of this recognized employee association?	NA	
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Nil	
No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
i	Child labour/ forced labour/ involuntary labour	Nil	Nil
ii	Sexual harassment	Nil	Nil
iii	Discriminatory employment	Nil	Nil

8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	
	(a) Permanent Employees	100%
	(b) Permanent Women Employees	100%
	(c) Casual/Temporary/Contractual Employees	100%
	(d) Employees with Disabilities	NA
<b>No.</b>	<b>Principle 4</b>	
1	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.	No
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	No
<b>No.</b>	<b>Principle 5</b>	
1	Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	only the Company
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	Refer Corporate Governance section.
<b>No.</b>	<b>Principle 6</b>	
1	Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.	Only the Company
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	No
3	Does the company identify and assess potential environmental risks? Y/N	Yes
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Yes www.wonderla.com
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes
7	Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil
<b>No.</b>	<b>Principle 7</b>	
1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Yes, Indian Association of Amusement Parks and Industries (IAAPI) Confederation of Indian Industry (CII) Bangalore Chamber of Industry & Commerce
2	Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	No
<b>No.</b>	<b>Principle 8</b>	
1	Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes. Refer CSR Annual Report section for more details
2	Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organization?	In-house team and External NGOs'
3	Have you done any impact assessment of your initiative?	Not Yet
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.	During the year, the total amount spent on CSR activities by the Company was Rs. 123.70 lakhs as stipulated under Schedule VII of the Companies Act, 2013. Details are in annexure attached in the CSR report.

5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	CSR activities were pursued in line with the Company's policy and framework. The first step in the process is to identify communities that require our intervention through a stakeholder engagement. The Company has continual interactions with the relevant stakeholders so that its interventions are sustainable and is accepted and adopted by the key stakeholders.
<b>No.</b>	<b>Principle 9</b>	
1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	Nil
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ N.A. / Remarks (additional information)	NA
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	Yes

## Annexure - VII

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 (3) (m) and Rule 8 (3) of The Companies (Accounts) Rules, 2014, is as follows:

### A. Conservation of energy

(a) Energy Conservation measures taken	To improve conservation of energy the following measures were taken. 1. Orientation program by Bureau of Energy Efficiency (BEE) approved energy auditor was arranged to implement energy conservation initiatives. 2. Conversion of Compact Fluorescent Lamp (CFL) lamps to Light Emitting Diode (LED) lamps for Lighting. 3. Optimization of capacity of Solar circulation pumps, Reverse Osmosis (RO) system revamping with Ultra Filtration (UF), Light Dependent Resistor (LDR) for Park lights in Bangalore, <i>Sewage Treatment Plant (STP)</i> & land rides blower optimization at Kochi & Pirate lagoon pump and treatment plant pump & blower at Hyderabad.
(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy.	The following proposals were approved for implementation as part of energy conservation program. 1. Purchase of solar power through Power Purchase Agreement (PPA). 2. Optimize lighting by replacing existing lamps with LED. 3. Installation of Biogas Plant. 4. Addition of <i>Variable Frequency Drive (VFD)</i> for higher capacity electric motors.
(c) Impact of the measures at (a) and (b) above for reduction of Energy consumption and consequent impact on the cost of production of goods.	Bangalore Unit - Even after addition of new land ride – Rockin Tug, total energy consumption was reduced by 3.4%, the energy consumption per guest and cost per guest has gone up by only 4.21% and 9.31% respectively compared to previous year. Kochi unit – Even after addition of new land rides - Recoil and Pony Train total energy consumption was reduced by 2.4% and energy consumption per guest has increased by 12.9% and cost per guest has increased by only 0.50% compared to previous year. Hyderabad Unit- After addition of new land ride Mission Interstellar total energy consumption has increased by 5.9% and energy consumption per guest has increased by only 2.3% and cost per guest has decreased by 16.35% compared to previous year.
(d) Total energy consumption and energy consumption per unit of production as per Form A of the annexure in respect of Industries specified in the Schedule there to.	NA

### B. Technology absorption

i. Efforts, in brief, made towards technology absorption, adaptation and innovation.	Installation of foreign rides without compromising the quality and safety.
ii. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc.	Number of rides increased. Import/capital cost reduced. Ease in maintenance and reprogramming.
iii. In case of imported technology (imported during last 3 years),	-
a. details of technology imported	-
b. year of import	-
c. whether technology fully absorbed	-
d. if not fully absorbed, areas where absorption has not taken place and reasons thereof	-
iv. Expenditure on R&D	-

### C. Foreign Exchange Outgo:

Currency	Foreign Currency	INR ( in Lakhs)
AED	2,000	0.36
EUR	76,320	56.48
EURO	2,500	1.76
GBP	1,437	1.20
USD	7,32,703	481.51
<b>Total</b>	<b>8,14,960</b>	<b>541.31</b>

## Annexure - VIII

### Particulars of employees

- a) Information as per Rule 5(1) of Chapter XIII, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- The remuneration paid to employees including that of the management are on par with industry standards. The Nomination and Remuneration Committee continuously reviews the compensation of Whole-time Directors (WTD) and Senior Management Personnel of the Company keeping in view the short term and long term business objectives of the Company and link compensation with the achievement of measurable performance goals.

Remuneration paid to whole-time Directors (Rs. In Lakhs)						
Director's name	Designation	2017-18	2016-17	% increase/ (decrease)	Ratio of remuneration to Median Remuneration of Employees (MRE) (excluding WTD)	Ratio of remuneration to MRE and WTD (including WTD)
Arun K Chittilappilly	Managing Director	145.62	89.05	63.53	42.33	42.45
Priya Sarah Cheeran Joseph	Executive Director	98.32	71.48	37.55	28.58	28.66
George Joseph #	Executive Vice Chairman	22.98	-	-	-	-

# Appointed as Whole-time Director w.e.f November 15, 2017

Remuneration paid to independent Directors (Rs. In Lakhs)			
Director's name	2017-18	2016-17	% increase/ (decrease)
M. Ramachandran #	3.38	-	-
Gopal Srinivasan	2.25	-	-
R. Lakshminarayanan	5.38	-	-
George Joseph @	5.64	9.00	-

# Appointed as Director w.e.f November 15, 2017  
@ Till November 15, 2017

Remuneration paid to Non-Executive Directors (Rs. In Lakhs)			
Director's name	2017-18	2016-17	% increase/ (decrease)
Kochouseph Chittilappilly	45.56	41.17	10.66

Remuneration to other Key Managerial Personnel (KMP) (Rs. In Lakhs)						
KMP name	Designation	2017-18	2016-17	% increase/ (decrease)	Ratio of remuneration to MRE (excluding WTD)	Ratio of remuneration to MRE and WTD (including WTD)
Dependerjit Singh Sachdeva §	Chief Executive Officer	146.58	166.74	-	-	-
N. Nandakumar	Chief Financial Officer	84.38	0.99 #	-	24.53	24.60
Srinivasulu Raju Y	Company Secretary	11.48	12.29	-6.60	3.34	3.32

§ Resigned as CEO w.e.f November 15, 2017  
# From March 27, 2017 to March 31, 2017

- b) Information as per Rule 5(2) of Chapter XIII, The Companies (Appointment and remuneration of Managerial personnel) Rules, 2014

Remuneration paid in FY 2018 (Rs. In Lakhs)							
Employee Name	Designation	Educational qualification	Age	Exp. in Years	Date of joining	Remuneration paid in FY 2018	Previous employment and designation
Depinderjit Singh Sachdeva #	Chief Executive Officer	BE & PGDM	52	28	03.08.2015	146.58	3M India Ltd., Vice President

# Resigned as CEO w.e.f November 15, 2017

## Annexure - IX

### DISCLOSURES IN COMPLIANCE WITH REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND RULE 12 (9) OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 ARE SET OUT BELOW:

The Company has an Employee Stock Option Scheme viz., Employee Stock Option Scheme (ESOS) 2016. Relevant details of the scheme are provided below and the same are also available on the website of the Company [www.wonderla.com](http://www.wonderla.com).

- A. Disclosures in terms of the accounting standards: Please refer Note no. 15.6 of Standalone Financial Statements forming part of this Annual Report.
- B. Diluted EPS on issue of shares pursuant to ESOS: 6.83
- C. Details relating to ESOS 2016

Sl. No.	Particulars	Details	
i	a. Shareholders approval date	August 1, 2016	
	b. Total No. of options approved under the plan	10,00,000	
	c. Vesting requirements	Vesting 25% on each successive anniversary of the grant date. The options shall vest so long as an employee continues to be in the employment of the Company. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, subject to the minimum vesting period of 1 year and maximum of 4 years from the date of grant of options.	
	d. Exercise price or pricing formula	41,093 stock options exercisable at a price of Rs. 281/- each and 19,750 stock options exercisable at a price of Rs. 10/- each. The Grant date of these Options is 24th May 2017.	
	e. Maximum term of the options granted	Vested options should be exercised within a period of five years from the date of Vesting.	
	f. Source of shares	Primary	
	g. Variation in terms of options	No variation	
ii	Method used for Accounting of ESOS	Fair Value	
iii	Difference between the employee compensation cost using the intrinsic value of stock options and the employee compensation cost that shall have been recognized if it had used the fair value of the options.  The impact of this difference on profits and on EPS of the Company.	During the Financial Year 2018, the Company followed Fair Value accounting of stock options.	
iv	Options movement during the year		
	Number of options outstanding at the beginning of the year	-	
	Number of options granted during the year	41,093 stock options exercisable at a price of Rs. 281/- each	19,750 stock options exercisable at a price of Rs. 10/- each
	Number of options cancelled during the year	21,075 #	Nil
	Number of options forfeited/ lapsed during the year	Nil	Nil
	Number of options vested during the year	Nil	Nil
	Number of options exercised during the year	Nil	Nil
	Number of shares arising as a result of exercise of options	Nil	Nil
	Money realised by exercise of options	Nil	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
	Number of options outstanding at the end of the year.	20,018	19,750
	Number of options exercisable at the end of the year.	Nil	Nil

v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Please refer Note no. 15.6 of Notes to the Standalone Financial Statements forming part of the Annual Report.
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vi	Employee wise details of options granted to:			
	a. Senior managerial personnel	Name	Designation	No. of options granted & Exercise Price (Rs.)
		Mr. D. S. Sachdeva #	CEO	21,075 exercisable at 281
		Mr. Sivadas M	President	7,858 (5,858 exercisable at 281 & 2,000 exercisable at 10)
		Mr. Ajikrishnan A G	Vice President	5,927 (3,927 exercisable at 281 & 2,000 exercisable at 10)
		Ms. Jijy Oommen	Asst. Vice President	4,482 (2,482 exercisable at 281 & 2,000 exercisable at 10)
		Mr. Mahesh M B	Asst. Vice President	4,100 (2,100 exercisable at 281 & 2,000 exercisable at 10)
		Mr. Bimalendu Tarafdar	Asst. Vice President	2,480 exercisable at 281
	b. Employees holding 5% or more of the total number of options granted during the year	Mr. D. S. Sachdeva	CEO	21,075 exercisable at 281
		Mr. Sivadas M	President	7,858 (5,858 exercisable at 281 & 2,000 exercisable at 10)
		Mr. Ajikrishnan A G	Vice President	5,927 (3,927 exercisable at 281 & 2,000 exercisable at 10)
		Ms. Jijy Oommen	Asst. Vice President	4,482 (2,482 exercisable at 281 & 2,000 exercisable at 10)
		Mr. Mahesh M B	Asst. Vice President	4,100 (2,100 exercisable at 281 & 2,000 exercisable at 10)
	c. Identified employees who were granted options / RSU's, during anyone year equal to or exceeding 1% of the issued capital (excluding outstanding options/ RSU's of the Company at the time of grant.	Nil		

vii	Method and significant assumptions used during the year to estimate the fair value of options including the following information:	Black-Scholes-Merton Option Pricing Model. Please refer Note no. 15.6 of Notes to the Standalone Financial Statements forming part of the Annual Report.
	a. weighted average values of share price	371.44
	b. weighted average exercise price	193.03
	c. expected volatility	22.01% - 32.53%
	d. expected option life	9 years from the date of grant
	e. expected dividends	0.55%
	f. risk-free interest rate and any other inputs to the model	6.48% - 6.68%
	g. the method used and the assumptions made to incorporate the effects of expected early exercise.	Not applicable
	h. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility.	Based on historical volatility over the expected life of the option.
	i. whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Not applicable

# The options granted were cancelled due to cessation of employment.

# Independent Auditor's Report

To the Members of Wonderla Holidays Limited

## Report on the audit of the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of Wonderla Holidays Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of cash flows and the Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's responsibility for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March 2018 and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

## Other Matters

The comparative financial information of the Company for the year ended 31 March 2017 and the transition date opening balance sheet as at 1 April 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the then statutory auditor whose report for the year ended 31 March 2017 and 31 March 2016 dated 24 May 2017 and 24 May 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

## Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes

- in equity dealt with by this report are in agreement with the books of account;
- (d) in our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
- (e) on the basis of written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the reporting effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Notes 39 to the Ind AS financial statements;
- (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
- (iv) The disclosures in the Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in the audited financial statements for the period ended 31 March 2017 have been disclosed.

**for B S R & Co. LLP**

Chartered Accountants

Firm's registration number: 116231W/W-100024

**G. Prakash**

Partner

Membership number: 099696

Place: Bangalore, India

Date: 26 May 2018

## Annexure A to the Independent Auditor's Report

The Annexure referred to in paragraph 1 in "Report on Other Legal and Regulatory Requirements" in the Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2018, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. According to the information and explanations given to us, we are of the opinion that there are no loans, secured or unsecured granted to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Accordingly paragraph 3 (iii) of the Order is not applicable.
- iv. According to the information and explanations given to us, we are of the opinion that there are no loans, investments, guarantees, and securities that have been granted by the Company and hence provisions of the section 185 and 186 of the Act are not applicable to the Company. Thus, paragraph 3(iv) of the order is not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- vi. According to the information and explanations given to us, the Central Government of India has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered/products sold by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales Tax, value added tax, service tax, goods and services tax, duty of customs and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to

us, the Company did not have any dues on account of duty of excise and cess.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, good and services tax, sales tax, value added tax, duty of customs and other material statutory dues which were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

- (d) According to the information and explanations given to us, there are no material dues of duty of customs, value added tax, goods and services tax and sales tax which have not been deposited with the appropriate authorities on account of any dispute. The following dues of income tax, service tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues demanded	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	39,079,348 (10,923,000)*	2007-08 to 2013-14	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Income Tax	1,468,732 (1,468,732)*	AY 2006-07	Income Tax appellate tribunal (ITAT)

\*The amount in bracket represents the amount paid under protest.

- viii. In our opinion and according to the explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks. The Company did not have any loans or borrowings from any financial institution, government or any dues to debenture holders during the year.
- ix. In our opinion and according to the explanation given to us, the Company has applied the term loans for the purpose for which the loans were obtained. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on the our examination of the records of the Company, transactions with the related parties are in compliance

with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for **B S R & Co. LLP**

Chartered Accountants

Firm's registration number: 116231W/W-100024

**G. Prakash**

Partner

Membership number: 099696

Place: Bangalore, India

Date: 26 May 2018

## Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Wonderla Holidays Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the period ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") (Continued)

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### for B S R & Co. LLP

Chartered Accountants

Firm's registration number: 116231W/W-100024

### G. Prakash

Partner

Membership number: 099696

Place: Bangalore, India

Date: 26 May 2018

## Balance Sheet

(Amounts in Rs lakhs)

	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3A	82,814.38	70,755.38	53,780.86
Capital work-in-progress		1,548.56	5,853.53	15,886.87
Intangible assets	3B	553.63	60.44	55.27
Financial assets				
Other financial assets	4	244.45	232.78	140.38
Income tax assets (net)	5	81.61	131.83	72.46
Other non-current assets	6	296.48	2,070.79	847.60
		<b>85,539.11</b>	<b>79,104.75</b>	<b>70,783.44</b>
<b>Current assets</b>				
Inventories	7	712.69	895.13	658.65
Financial assets				
Investments	8	1,215.61	7,505.20	8,442.19
Trade receivables	9	117.09	94.50	77.62
Cash and cash equivalents	10	2,439.44	240.08	2,723.84
Other balances with banks	11	46.59	613.17	80.00
Loans	12	45.36	49.41	46.30
Other financial assets	13	30.51	31.80	21.03
Other current assets	14	2,729.26	1,186.20	749.40
		<b>7,336.55</b>	<b>10,615.49</b>	<b>12,799.03</b>
<b>TOTAL ASSETS</b>		<b>92,875.66</b>	<b>89,720.24</b>	<b>83,582.47</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	15	5,650.07	5,650.07	5,650.07
Other equity		71,611.60	68,415.00	65,348.64
		<b>77,261.67</b>	<b>74,065.07</b>	<b>70,998.71</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Borrowings	16	-	900.96	515.82
Provisions	17	111.51	75.24	70.64
Deferred tax liabilities (net)	18	7,111.92	7,270.96	7,690.13
		<b>7,223.43</b>	<b>8,247.16</b>	<b>8,276.59</b>
<b>Current liabilities</b>				
Financial liabilities				
Borrowings	19	-	487.44	0.36
Trade payables	20	993.83	1,239.17	848.04
Other financial liabilities	21	1,146.81	1,380.96	1,341.35
Other current liabilities	22	260.09	330.35	250.18
Provisions	23	5,433.07	3,970.09	1,737.57
Income tax liabilities (net)	24	556.76	-	129.67
		<b>8,390.56</b>	<b>7,408.01</b>	<b>4,307.17</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>92,875.66</b>	<b>89,720.24</b>	<b>83,582.47</b>
Corporate overview	1			
Significant accounting policies	2			

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

for **B S R & Co. LLP**  
Chartered Accountants  
Firm registration no.: 116231W/W-100024

for and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**Arun K Chittilappilly**  
Managing Director  
DIN: 00036185

**Ramachandran M**  
Chairman  
DIN: 07972813

**G. Prakash**  
Partner  
Membership No.: 099696

**Nandakumar N**  
Chief Financial Officer

**Srinivasulu Raju Y**  
Company Secretary

Place: Bangalore  
Date: 26 May 2018

Place: Bangalore  
Date: 26 May 2018

**Statement of Profit and Loss**

	Note	For the year ended 31 March 2018	(Amount in Rs lakhs) For the year ended 31 March 2017
Revenue from operations	25	27,049.34	26,282.23
Other income	26	784.72	1,216.32
<b>Total income</b>		<b>27,834.06</b>	<b>27,498.55</b>
Expenses			
Cost of materials consumed	27	1,243.45	961.32
Purchase of stock-in-trade	28	1,622.02	1,465.12
Changes in stock-in-trade	29	73.34	(65.71)
Employee benefits expense	30	4,141.52	3,915.81
Finance costs	31	120.68	132.51
Depreciation and amortization expense	3A & 3B	3,650.50	2,927.86
Other expenses	32	11,058.39	13,308.34
<b>Total expenses</b>		<b>21,909.90</b>	<b>22,645.25</b>
<b>Profit before tax</b>		<b>5,924.16</b>	<b>4,853.30</b>
<b>Tax expense</b>	18		
Current tax		2,174.76	2,008.87
Current tax pertaining to earlier years		64.13	(124.00)
Deferred tax credit		(165.12)	(422.68)
<b>Total tax expense</b>		<b>2,073.77</b>	<b>1,462.19</b>
<b>Profit for the year</b>		<b>3,850.39</b>	<b>3,391.11</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		17.39	10.15
Income tax on items that will not be reclassified to profit or loss		(6.08)	(3.51)
<b>Other comprehensive income for the year, net of tax</b>		<b>11.31</b>	<b>6.64</b>
<b>Total comprehensive income for the year</b>		<b>3,861.70</b>	<b>3,397.75</b>

Earnings per equity share (face value per share Rs 10 each)

Basic	39	6.81	6.00
Diluted	39	6.81	6.00
Corporate overview	1		
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

for **B S R & Co. LLP**  
Chartered Accountants  
Firm registration no.: 116231W/W-100024

for and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**Arun K Chittilappilly**  
Managing Director  
DIN: 00036185

**Ramachandran M**  
Chairman  
DIN: 07972813

**G. Prakash**  
Partner  
Membership No.: 099696

**Nandakumar N**  
Chief Financial Officer

**Srinivasulu Raju Y**  
Company Secretary

Place: Bangalore  
Date: 26 May 2018

Place: Bangalore  
Date: 26 May 2018

**Statement of Changes in Equity**

Amount in Rs. Lakhs	
<b>A Equity share capital</b>	
Balance as at 1 April 2016	5,650.07
Changes in equity share capital	-
<b>Balance as at 31 March 2017</b>	<b>5,650.07</b>
Changes in equity share capital	-
<b>Balance as at 31 March 2018</b>	<b>5,650.07</b>

	Reserves and surplus				Other comprehensive income	Total
	Securities premium reserve	Share based payment reserve	General reserve	Retained earnings		
<b>Balance as on 1 April 2016</b>	<b>15,849.84</b>		<b>2,293.94</b>	<b>47,204.86</b>		<b>65,348.64</b>
Profit for the year	-			3,391.11	-	<b>3,391.11</b>
Other comprehensive income (net of tax)	-	-	-	-	6.64	<b>6.64</b>
Dividends	-	-	-	(282.50)	-	<b>(282.50)</b>
Dividend distribution tax	-	-	-	(48.89)	-	<b>(48.89)</b>
Transfer to general reserve	-	-	330.70	(330.70)	-	-
<b>Balance as on 31 March 2017</b>	<b>15,849.84</b>	-	<b>2,624.64</b>	<b>49,933.88</b>	<b>6.64</b>	<b>68,415.00</b>
Profit for the year	-	-	-	3,850.39	-	<b>3,850.39</b>
Other comprehensive income (net of tax)	-	-	-	-	11.31	<b>11.31</b>
Dividends	-	-	-	(565.01)	-	<b>(565.01)</b>
Dividend distribution tax	-	-	-	(143.34)	-	<b>(143.34)</b>
Share based payments to employees	-	43.25	-	-	-	<b>43.25</b>
Transfer to general reserve	-	-	385.04	(385.04)	-	-
<b>Balance as on 31 March 2018</b>	<b>15,849.84</b>	<b>43.25</b>	<b>3,009.68</b>	<b>52,690.88</b>	<b>17.95</b>	<b>71,611.60</b>

Corporate overview

1

Significant accounting policies

2

The accompanying notes form an integral part of these financial statements

for **B S R & Co. LLP**

Chartered Accountants

Firm registration no.: 116231W/W-100024

for and on behalf of the Board of Directors of

**Wonderla Holidays Limited****Arun K Chittilappilly**

Managing Director

DIN: 00036185

**Ramachandran M**

Chairman

DIN: 07972813

**G. Prakash**

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Chief Financial Officer

**Srinivasulu Raju Y**

Company Secretary

Place: Bangalore

Date: 26 May 2018

Place: Bangalore

Date: 26 May 2018

## Statement of cash flow

Particulars	(Amount in Rs lakhs)	
	For the year ended 31 March 2018	For the year ended 31 March 2017
Cash flow from operating activities		
Profit before tax	5,924.16	4,853.30
Adjustments:		
Finance cost	120.68	132.51
Depreciation and amortisation	3,650.50	2,927.86
Interest income	(33.46)	(47.35)
Employee stock option expense	43.25	-
Provisions written back to the extent no longer required	(37.56)	-
Trade payables written back	-	(3.05)
(Profit) / Loss on sale of property, plant and equipment	(9.82)	10.46
(Profit) / Loss on sale of investment	(48.07)	70.94
Property, plant and equipment written - off	22.76	5.91
Dividend income from mutual funds	(240.07)	(431.85)
Operating cash flows before working capital changes	9,392.37	7,518.73
Changes in operating assets and liabilities		
Loans	4.05	(3.11)
Other financial assets	(11.67)	(92.40)
Other assets	(1,541.78)	(476.94)
Inventories	182.44	(236.48)
Trade receivables	(22.59)	(16.88)
Balances with banks	566.58	(533.17)
Provisions	1,554.20	2,247.27
Trade payables	(245.34)	394.18
Financial liabilities	232.46	(30.12)
Current liabilities	(70.26)	80.17
Cash generated from operating activities	10,040.46	8,851.25
Income taxes paid	(1,631.91)	(2,073.91)
Net cash generated from operating activities (A)	8,408.55	6,777.34
Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets	(10,449.34)	(11,308.92)
Proceeds from sale of property, plant and equipment	9.84	1.39
Investment in mutual funds	(12,064.85)	(6,994.30)
Proceeds from sale of investment in mutual funds	18,402.51	7,860.35
Interest received	34.75	36.58
Dividend received on investment in mutual funds	240.07	431.85
Net cash used in investing activities (B)	(3,827.02)	(9,973.05)
Cash flow from financing activities		
Proceeds from borrowings	-	1,360.29
Repayment of borrowings	(1,544.99)	(186.38)
Interest paid	(128.83)	(130.58)
Dividend paid including taxes	(708.35)	(331.38)
Net cash (used in) / generated from financing activities (C)	(2,382.17)	711.95
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,199.36	(2,483.76)
Cash and cash equivalents at the beginning of the year	240.08	2,723.84
Cash and cash equivalents at the end of the year (refer note 10)	2,439.44	240.08

Corporate overview 1

Significant accounting policies 2

The accompanying notes form an integral part of these financial statements

for **B S R & Co. LLP**

Chartered Accountants

Firm registration no.: 116231W/W-100024

for and on behalf of the Board of Directors of

**Wonderla Holidays Limited**

**Arun K Chittilappilly**

Managing Director

DIN: 00036185

**Ramachandran M**

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**Nandakumar N**

Chief Financial Officer

**Srinivasulu Raju Y**

Company Secretary

Place: Bangalore

Date: 26 May 2018

Place: Bangalore

Date: 26 May 2018

## Notes to the financial statements

### 1 The corporate overview

Wonderla Holidays Limited ('the Company') was incorporated in the year 2002 with the Registered Office at Bangalore and is engaged in the business of amusement parks and resorts. In the year 2005, the Company started its first amusement park at Bangalore. In the year 2008, pursuant to a scheme of amalgamation, Veega Holidays and Parks Private Limited, an entity under common control, which was running an amusement park at Kochi since April 2000, merged with the Company. The Park at Hyderabad was commissioned in 2016. On 9 May 2014, the Company listed its shares on Bombay Stock Exchange and National Stock Exchange.

### 2 Significant accounting policies

#### 2.1 Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 with effect from 1 April 2016. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Company has presented reconciliation of the financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at 1 April 2016 and 31 March 2017 and of the comprehensive net income for the year ended 31 March 2017 (refer Note No.41).

#### 2.2 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments and gratuity benefits which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies ( Indian Accounting Standards) Amendment Rules, 2016.

These financial statements are the company's first Ind AS financial statements. The company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are approved by the Company's Board of Directors on 26 May 2018.

#### 2.3 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates,

judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### 2.4 Critical accounting estimates

##### 2.4.1 Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

##### 2.4.2 Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

##### 2.4.3 Employee benefits

The liabilities with regard to the Gratuity Plan are determined by actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rate and past trends.

#### 2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Amounts included in revenue are net of returns, trade allowances, rebates and indirect taxes.

The revenue recognition policy followed by the Company is:

- Entry charges are recognized at the time when entry tickets are issued to visitors for entry into the park.
- Income from rooms, restaurants and other services comprise of room rentals, sale of food and beverages and other allied services relating to resort operations. Revenue is recognized upon rendering of the service.
- Sale of traded items are recognized when the title to goods are transferred to the customers. Sales are recorded net of discounts and value added tax.
- Lease income represents share of revenue from shops and restaurants, which is recognized as per the terms of the agreement with the respective operators.
- Dividend is recognized when declared and interest income is recognized on time proportion basis taking into account the amount outstanding and applicable rate of interest.
- Other income is recognized on accrual basis except when there are significant uncertainties.

## 2.6 Property, plant and equipment

### 2.6.1 Initial recognition

Items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under 'Other non-current assets'.

### 2.6.2 Subsequent cost

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

### 2.6.3 Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/ expenses in the statement of profit and loss.

### 2.6.4 Depreciation

Depreciation on property, plant and equipment is provided using the straight-line method over the estimated useful life of each asset as determined by the management. Depreciation for assets purchased / sold during the year is proportionately charged. Depreciation is charged with reference to the estimated useful life of fixed assets prescribed in Schedule II to the Companies Act, 2013, which is taken as the minimum estimated useful life of the asset. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

Freehold land is not depreciated.

Individual assets costing less than Rs 5,000 are depreciated in full in the year of purchase / installation.

## 2.6 Property, plant and equipment (continued)

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Useful life
Buildings	3-58 years
Gardening and landscaping Plant and equipments	5 years 3-15 years
Electrical equipments	2-15 years
Office equipments Restaurant equipments Vehicles	3-10 years 8-15 years 6-10 years
Furniture and fixtures	3-10 years

## 2.7 Intangible assets

### 2.7.1 Initial recognition

Intangible asset is recognised when the asset is identifiable, is within the control of the company, it is probable that the future economic benefits that are attributable to the asset will flow to the company and cost of the asset can be reliably measured.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the company intends to and has sufficient resources to complete development and to use or sell the asset.

Intangible assets acquired by the company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

### 2.7.2 Subsequent measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

### 2.7.3 Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss

on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

## 2.7 Intangible assets (continued)

The estimated useful lives for current and comparative periods are as follows:

	Useful life
Technical know-how	10 years
Film rights	2 years
Computer software	3 years

## 2.8 Financial instruments

### 2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at amortized cost, except investments which are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### 2.8.2 Subsequent measurement

#### 2.8.2.1 Non-derivative financial instruments

##### (a) *Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and

the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (b) *Financial assets at fair value through other comprehensive income*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

##### (c) *Financial assets at fair value through profit or loss*

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

##### (d) *Financial liabilities*

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### 2.8.2.1 Share capital

#### Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

### 2.8.3 Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

### 2.9 Fair value of financial instruments

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For all other financial instruments the carrying amounts approximate fair value due to the short maturity of those instruments.

### 2.10 Impairment of non-financial assets

The company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in the statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 2.11 Inventories

Raw materials, stock-in-trade, stores and spares and others are valued at lower of cost and net realisable value. Cost of raw materials, stock-in-trade, stores and spares and others comprises cost of purchases. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

Cost of stock-in-trade is ascertained using the FIFO method.

Cost of raw materials and stores and others are ascertained on weighted average basis.

### 2.12 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### Onerous contracts

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

### 2.13 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at

a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### 2.14 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 2.15 Foreign currency transactions and balances

Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the reporting period are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

### 2.16 Employee benefits

#### 2.16.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized other comprehensive income. The effect of any plan amendments are recognized in net profits in the statement of profit and loss.

#### 2.16.2 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**2.16.3 Provident fund**

Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related services.

**2.16.4 Compensated absences**

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

**2.17 Share-based payments**

The Company recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

The employees of the Company are eligible to the Stock options awards granted by the Company. The Company accounts for these Stock Options using the fair value method in accordance with the IND AS 102.

**2.18 Leases**

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**2.19 Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

**2.20 Income tax**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

**2.21 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit/ loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**2.22 Segment reporting**

Based on the "management approach" as defined in Ind AS 108, Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments viz. amusement parks, resort and others.

3A Property, plant and equipment		(Amounts in Rs lakhs)									
		Land	Building	Plant and equipment	Furniture and fixtures	Vehicles	Gardening and landscaping	Electrical equipment	Restaurant equipment	Office equipment	Total
Gross carrying amount as at 1 April 2016	43,436.90	6,290.85	14,217.96	746.12	595.46	21.32	1,737.14	408.70	420.97	67,875.42	
Additions	-	7,396.74	9,906.81	443.03	0.58	-	1,911.48	93.17	115.87	19,867.68	
Disposal	-	-	34.28	10.67	19.85	-	14.03	8.72	25.07	112.62	
Gross carrying amount as at 31 March 2017	43,436.90	13,687.59	24,090.49	1,178.48	576.19	21.32	3,634.59	493.15	511.77	87,630.48	
Gross carrying amount as at 1 April 2017	43,436.90	13,687.59	24,090.49	1,178.48	576.19	21.32	3,634.59	493.15	511.77	87,630.48	
Additions	7,514.27	1,179.08	6,114.55	21.55	346.20	-	308.28	40.14	67.62	15,591.69	
Disposal	-	8.12	10.45	1.56	14.25	-	5.22	4.20	15.65	59.45	
Gross carrying amount as at 31 March 2018	50,951.17	14,858.55	30,194.59	1,198.47	908.14	21.32	3,937.65	529.09	563.74	103,162.72	
Accumulated depreciation as at 1 April 2016	-	2,299.50	9,479.68	529.40	234.29	21.32	1,145.17	127.24	257.96	14,094.56	
Depreciation	-	759.95	1,581.62	107.76	73.34	-	222.22	37.84	92.66	2,875.39	
Disposal	-	-	30.88	10.32	12.28	-	9.85	8.07	23.45	94.85	
Accumulated depreciation as at 31 March 2017	-	3,059.45	11,030.42	626.84	295.35	21.32	1,357.54	157.01	327.17	16,875.10	
Accumulated depreciation as at 1 April 2017	-	3,059.45	11,030.42	626.84	295.35	21.32	1,357.54	157.01	327.17	16,875.10	
Depreciation	-	845.53	2,032.11	80.07	155.30	-	265.52	41.75	89.63	3,509.91	
Disposal	-	3.42	8.02	1.56	-	-	4.97	3.88	14.82	36.67	
Accumulated depreciation as at 31 March 2018	-	3,901.56	13,054.51	705.35	450.65	21.32	1,618.09	194.88	401.98	20,348.34	
Carrying amount as at 1 April 2016	43,436.90	3,991.35	4,738.28	216.72	361.17	-	591.97	281.46	163.01	53,780.86	
Carrying amount as at 31 March 2017	43,436.90	10,628.14	13,060.07	551.64	280.84	-	2,277.05	336.14	184.60	70,755.38	
Carrying amount as at 31 March 2018	50,951.17	10,956.99	17,140.08	493.12	457.49	-	2,319.56	334.21	161.76	82,814.38	

**3B Intangible assets**

(Amounts in Rs lakhs)

Particulars	Technical know-how	Film rights	Computer software	Total
Gross carrying amount as at 1 April 2016	140.54	61.17	81.79	283.50
Additions	-	-	57.61	57.61
Disposal	-	-	3.29	3.29
Gross carrying amount as at 31 March 2017	140.54	61.17	136.11	337.82
Gross carrying amount as at 1 April 2017	140.54	61.17	136.11	337.82
Additions	-	332.37	301.41	633.78
Disposal	-	-	-	-
Gross carrying amount as at 31 March 2018	140.54	393.54	437.52	971.60
Accumulated depreciation as at 1 April 2016	140.54	47.55	40.14	228.23
Amortisation	-	11.29	41.15	52.44
Disposal	-	-	3.29	3.29
Accumulated depreciation as at 31 March 2017	140.54	58.84	78.00	277.38
Accumulated depreciation as at 1 April 2017	140.54	58.84	78.00	277.38
Amortisation	-	55.78	84.81	140.59
Disposal	-	-	-	-
Accumulated depreciation as at 31 March 2018	140.54	114.62	162.81	417.97
Carrying amount as at 1 April 2016	-	13.62	41.65	55.27
Carrying amount as at 31 March 2017	-	2.33	58.11	60.44
Carrying amount as at 31 March 2018	-	278.92	274.71	553.63

**4 Other financial assets**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<i>Unsecured, considered good</i>			
Security deposits	244.45	211.90	118.90
Bank deposits (due to mature after 12 months from the reporting date)	-	20.88	21.48
	244.45	232.78	140.38

**5 Income tax assets (net)**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Advance income tax (net of provision Rs.1,334.41 million, 31 March 2017: 1,110.21 million, 1 April 2016: 921.73 million)	81.61	131.83	72.46
	81.61	131.83	72.46

**6 Other non-current assets**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b><i>Unsecured, considered good</i></b>			
Capital advances	248.06	2,021.09	838.04
Prepaid expenses	48.42	49.70	9.56
	296.48	2,070.79	847.60
<b><i>Unsecured, considered doubtful</i></b>			
Capital advances (refer note 43)	98.88	98.88	98.88
Less: Provision for doubtful advances	98.88	98.88	98.88
	-	-	-
	296.48	2,070.79	847.60

**7 Inventories**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Raw materials	38.70	72.72	28.72
Stock-in-trade	170.76	244.10	178.40
Stores and spares	494.32	568.30	444.60
Others - fuel	8.91	10.01	6.93
	712.69	895.13	658.65

**8 Investments**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Current investments - at fair value</b>			
<b>Unquoted</b>			
<b>Investment in mutual funds</b>			
Liquid mutual fund (refer note 8.1)	1,215.61	7,505.20	8,442.19
	1,215.61	7,505.20	8,442.19

**8.1 Details of Investment held in liquid mutual fund units**

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Units	Amount in Rs lakhs	Units	Amount in Rs lakhs	Units	Amount in Rs lakhs
Axis Treasury Advantage Fund	-	-	70,847.27	713.64	-	-
Axis Liquid Fund	-	-	-	-	67,970.72	680.14
ICICI Prudential Flexible Income Plan	-	-	243,126.47	257.07	629,386.94	665.49
ICICI Prudential Flexible Liquid Plan	<b>250,455.30</b>	<b>250.73</b>	-	-	-	-
Reliance Money Manager Fund	<b>7,287.42</b>	<b>73.46</b>	-	-	102,989.62	1,034.20
UTI Liquid Cash Plan	-	-	-	-	19,182.17	195.55
UTI Treasury Advantage Fund	-	-	-	-	108,855.95	1,091.09
UTI Treasury Advantage Fund	<b>31,685.84</b>	<b>318.41</b>	-	-	-	-
Birla Sun Life Cash Plus	<b>30,065.46</b>	<b>30.15</b>	456,500.09	457.39	493,558.20	494.52
Birla Sun Life Cash Plus	-	-	285,042.57	285.60	358,484.36	359.18
DSP BlackRock-Ultra Short Term Fund	-	-	6,037,379.75	608.78	5,177,013.02	520.22
IDFC Ultra Short Term Fund	-	-	3,512,716.93	353.77	-	-
Invesco India Credit Opportunities Fund	-	-	97,074.90	971.03	-	-
Reliance Liquid Fund - Treasury Plan	<b>13,820.36</b>	<b>211.98</b>	37,394.50	571.66	-	-
Religare Invesco Credit Opportunities Fund	-	-	-	-	106,607.02	1,066.38
Religare Invesco Credit Opportunities Fund	-	-	-	-	37,044.89	370.56
SBI Premier Liquid Fund	<b>32,977.04</b>	<b>330.88</b>	43,500.46	436.42	2,742.68	27.52
SBI Premier Liquid Fund	-	-	100,032.42	1,003.58	-	-
Tata Floater Fund	-	-	153,742.57	1,542.86	-	-
Tata Liquid Fund	-	-	-	-	87,359.13	973.63
Taurus Liquid Fund Super Institutional Plan	-	-	-	-	96,301.06	963.71
UTI Liquid Fund Cash Plan	-	-	1,019.45	303.40	-	-
<b>Total</b>	<b>366,291.42</b>	<b>1,215.61</b>	<b>11,038,377.38</b>	<b>7,505.20</b>	<b>7,287,495.76</b>	<b>8,442.19</b>

**9 Trade receivables**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Unsecured, considered good	<b>117.09</b>	94.50	77.62
	<b>117.09</b>	94.50	77.62

**10 Cash and cash equivalents**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Cash in hand	<b>38.43</b>	47.57	29.79
Balances with banks			
- In current accounts*	<b>346.39</b>	192.51	194.05
- In deposit accounts (with original maturity of three months or less) (refer note 11.1)#	<b>2,054.62</b>	-	2,500.00
	<b>2,439.44</b>	240.08	2,723.84

**11 Balances with bank and financial institutions**

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
in deposit accounts with banks with maturity after 3 months and before 12 months of the reporting date (refer note 11.1)**	46.59	613.17	80.00
	<b>46.59</b>	<b>613.17</b>	<b>80.00</b>
*Balances with bank in unpaid dividend accounts	8.87	7.85	4.98
#Bank balances available on demand/deposits with original maturity of 3 months or less	2,054.62	-	2,500.00
**Deposit account with maturity after 3 months and before 12 months of the reporting date	46.59	613.17	80.00
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets'	-	20.88	21.48

**11.1-** Includes bank deposits of Rs 82.57 lakhs (31 March 2017: Rs 82.57 lakhs, 1 April 2016: 80 lakhs) held as lien towards guarantee for entertainment tax.

**Specified Bank notes Disclosure (SBN)**

Ministry of Corporate affairs has ammended schedule III of the companies Act,2013 as per notification G.S.R 308(E) dated March 31,2017 to disclose the details of "specified bank notes"(SBN) held and transacted during the period from November 8, 2016 to December 30, 2016.

(Amounts in Rs lakhs)			
Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	17.96	4.00	21.96
(+) Permitted receipts	-	1,831.96	1,831.96
(-) Permitted payments	-	14.99	14.99
(-) Amount deposited in Banks	17.96	1,769.60	1,787.56
Closing cash in hand as on 30.12.2016	-	51.37	51.37

Note:

(i) Information about the Company's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in note 33.

**12 Loans**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Unsecured, considered good</b>			
- Loan to employees	45.36	49.41	46.30
	<b>45.36</b>	49.41	46.30

**13 Other financial assets**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Interest accrued on term deposits	30.51	31.80	21.03
	<b>30.51</b>	31.80	21.03

## 14 Other current assets

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b><i>Unsecured, considered good</i></b>			
Travel advances to employees	4.11	0.71	1.22
Advance for supply of goods and services	147.00	65.24	178.93
Prepaid expenses	83.33	192.83	168.14
Tax credit pending utilisation	942.21	782.22	288.59
Sales tax - advance	43.38	35.97	5.35
Service tax pre-deposit under protest (refer note 40(2))	1,509.23	109.23	107.17
	<b>2,729.26</b>	1,186.20	749.40

## 15 Share capital

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Authorised			
Equity shares			
60,000,000 (31 March 2017: 60,000,000 ; 1 April 2016: 60,000,000) equity shares of Rs 10 each	6,000.00	6,000.00	6,000.00
	<b>6,000.00</b>	6,000.00	6,000.00
Issued subscribed and fully paid up			
Equity shares			
56,500,670 (31 March 2017: 56,500,670 ; 1 April 2016: 56,500,670) equity shares of Rs 10 each fully paid-up	5,650.07	5,650.07	5,650.07
	<b>5,650.07</b>	5,650.07	5,650.07

## 15.1 Reconciliation of the number of shares outstanding at 31 March 2018 and 31 March 2017 is as under:

Particulars	As at 31 March 2018	As at 31 March 2017
Equity shares outstanding as at the beginning of the year	565.01	565.01
Shares issued	-	-
Shares bought back	-	-
Equity shares outstanding as at the end of the year	<b>565.01</b>	565.01

## 15.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all the equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all dues to preferential creditors, in proportion to the number of equity shares held by them.

## 15.3 Shares held by holding / ultimate holding Company and / by their subsidiaries / associates

- Company's shares are held by individuals and institutions. It has no subsidiaries or associates.

## 15.4 Particulars of shareholders holding more than 5% shares of a class of shares

Name of shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares (in lakhs)	% holding	No. of shares (in lakhs)	% holding	No. of shares (in lakhs)	% holding
Mr Kochouseph Chittilappilly	146.07	25.85%	146.07	25.85%	173.76	30.75%
Mrs Sheila Kochouseph Chittilappilly	70.44	12.47%	70.44	12.47%	70.44	12.47%
Mr Arun K Chittilappilly	79.10	14.00%	79.10	14.00%	79.10	14.00%
Mr Mithun K Chittilappilly	62.70	11.10%	62.70	11.10%	62.70	11.10%

- 15.5** Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

During the period of five years ended 31 March 2018

No shares have been issued as bonus shares.

No shares have been bought back.

No shares have been issued for consideration other than cash.

**15.6 Employee Stock Option Plan (ESOP):**

The Board in their meeting held on 24 May 2017, approved grant of options under Employee Stock Option Scheme, 2016 (ESOS 2016). 41,093 stock options exercisable at a price of Rs 281 each and 19,750 stock options exercisable at a price of Rs 10 each with a vesting period of 4 years in equal proportion. The first tranch of such ESOPs have vested on 25 May 2018. Unvested / Unexercised awards are forfeited upon termination of employment of the Company.

The activity in the Plan during the year ended 31 March 2018 is set out below:

Particulars	Year ended March 31, 2018 Exercisable under Rs.281		Year ended March 31, 2018 Exercisable under Rs.10	
	Shares arising out of options	Weighted average exercise price	Shares arising out of options	Weighted average exercise price
2016 Plan				
Outstanding at the beginning of the year	-	-	-	-
Granted	41,093	281	19,750	10
Forfeited and expired	21,075	281	-	-
Exercised	-	-	-	-
Outstanding at the end of the year	20,018	281	19,750	10
Exercisable at the end of the year	-	-	-	-

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton option model with the following assumptions: (For options with exercise price of Rs.10)

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	24-May-17	24-May-17	24-May-17	24-May-17
Share price at grant date (Rs.)	374.35	374.35	374.35	374.35
Exercise price (Rs.)	10	10	10	10
Expected volatility (%)	22.01	26.35	32.02	32.53
Expected dividends (%)	0.55	0.55	0.55	0.55
Risk-free interest rate (%)	6.48	6.56	6.68	6.51
Fair value of option as at grant date (Rs.)	362.92	361.48	360.04	358.50

The fair value of each ESOP is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions: (For options with exercise price of Rs.281)

Particulars	Vesting period			
	Year 1	Year 2	Year 3	Year 4
Grant date	24-May-17	24-May-17	24-May-17	24-May-17
Share price at grant date (Rs.)	374.35	374.35	374.35	374.35
Exercise price (Rs.)	281	281	281	281
Expected volatility (%)	22.01	26.35	32.02	32.53
Expected dividends (%)	0.55	0.55	0.55	0.55
Risk-free interest rate (%)	6.48	6.56	6.68	6.51
Fair value of option as at grant date (Rs.)	110.62	131.55	155.61	170.67

During the year ended 31 March 2018 the Company recorded an employee stock compensation expense of Rs.43.25 lakhs in the statement of profit and loss.

**16 Borrowings**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Secured			
Term loans from bank (refer note 16.1 below)	-	899.07	407.37
Corporate loan from bank (refer note 16.2 below)	-	-	91.25
Long-term maturities of vehicle loans (refer note 16.3 below)	-	1.89	17.20
	-	900.96	515.82

**16.1 Term loan from banks**

(Amounts in Rs lakhs)

SI No	Particulars	As at 31 March 2018			As at 31 March 2017			As at 01 April 2016		
		Non-current	Current*	Total	Non-current	Current*	Total	Non-current	Current*	Total
1	<b>HDFC Bank Limited:-</b> The term loan was taken during the year 2013-14 at an interest rate of 10.25% linked to the base rate of the bank repayable in 20 quarterly installments commencing from 1 July 2014. Loan sanctioned was Rs 1,000/- lakhs. (drawn in three tranches of Rs 350/- lakhs in March 2014, Rs 300/- lakhs in April 2014 and Rs. 350/- lakhs in June 2014) The term loan was secured pari passu by equitable mortgage of 25.47 acres of land situated at Kochi with improvements thereon along with Dhanlaxmi Bank Limited, Standard Chartered Bank, Icici Bank Limited and Kotak Mahindra Bank Ltd. The Loan was repaid in February 2018.	-	-	-	203.68	203.68	407.36	407.37	203.68	611.05
2	<b>ICICI Bank Ltd:-</b> The Term loan was taken during the year 2016-17 at an interest rate of 9.20% linked to the MCLR of bank repayable in 20 quarterly installments commencing from December 2016. Loan sanctioned was Rs 5,000 lakhs and Rs 558.60 lakhs was drawn during the year. The term loan is secured pari passu by equitable mortgage of 25.47 acres of land situated at Kochi with improvements thereon along with Dhanlaxmi Bank Limited, Standard Chartered Bank and Kotak Mahindra Bank Ltd. The loan has been repaid early in April 2018.	-	-	-	358.13	120.50	478.63	-	-	-

16 Borrowings (continued)										
16.1 Term loan from banks										
3	<b>Kotak Mahindra Bank Ltd:-</b> The term loan was taken during the current financial year at an interest rate of 9.50% linked to the MCLR of bank repayable in 20 quarterly installments commencing from December 2016. Loan sanctioned was Rs 2,000 lakhs and Rs 500 lakhs was drawn during the year. The term loan is secured pari passu by equitable mortgage of 25.47 acres of land situated at Kochi with improvements thereon along with Dhanlaxmi Bank Limited, Standard Chartered Bank and ICICI Bank Ltd. The Loan was repaid in February 2018.	-	-	-	337.26	103.43	440.69	-	-	-
		-	-	-	899.07	427.61	1,326.68	407.37	203.68	611.05
*Shown under other current financial liabilities										
16.2 Corporate loan from banks (Amounts in Rs lakhs)										
SI No	Particulars	As at 31 March 2018			As at 31 March 2017			As at 01 April 2016		
		Non-current	Current*	Total	Non-current	Current*	Total	Non-current	Current*	Total
1	<b>Dhanlaxmi Bank Limited:-</b> The term loan was taken during the financial year 2012-13 at a floating interest rate of 1.25% above the base rate. Loan sanctioned was Rs 2,300/- lakhs and Rs 700/- lakhs was drawn (in three tranches of Rs 100/- lakhs in February 2013, Rs 200/- lakhs in December 2013 and Rs. 400/- lakhs in September 2014) repayable in 20 equal quarterly installments commencing from 28 February 2013. The loan is secured by primary charge on movable and immovable assets on 25.47 acres under survey nos. 9/3, 4, 11/1, 80/1, 81/3, 82, 83/6, 8, 84/3, 4, 5, 6, 7, 8, 9, 10, 12, 126/3 of the Company's land situated at Kunnathunadu Village, Cochin and development thereon with value not less than Rs. 3,000/- lakhs. The Loan was repaid in May 2017.	-	-	-	-	91.25	91.25	91.25	-	91.25
		-	-	-	-	91.25	91.25	91.25	-	91.25
*Shown under other current financial liabilities										

16 Borrowings (continued)										
<b>16.3 Vehicle loan from banks</b>										
The loan is secured by the vehicle purchased using the said loan (Amounts in Rs lakhs)										
SI No	Particulars	As at 31 March 2018			As at 31 March 2017			As at 01 April 2016		
		Non-current	Current*	Total	Non-current	Current*	Total	Non-current	Current*	Total
1	<b>Axis Bank Ltd - A/c no AUR000900733891</b> The loan was taken during the financial year 2013-14 at an interest rate of 10.00% p.a repayable in 60 monthly installments of Rs 0.96 lakhs each (including interest) commenced on 15 June 2013	-	1.91	1.91	1.89	10.70	12.59	12.59	9.68	22.27
2	<b>Axis Bank Ltd - A/c no AUR000901031016</b> The loan was taken during the financial year 2014-15 at an interest rate of 10.65% p.a repayable in 36 monthly installments of Rs 0.26 lakhs each (including interest) commenced on 1 July 2014. The loan was repaid in June 2017.	-	-	-	-	0.77	0.77	0.77	2.88	3.65
3	<b>Axis Bank Ltd - A/c no AUR000901004907</b> The loan was taken during the financial year 2014-15 at an interest rate of 10.75% p.a repayable in 36 monthly installments of Rs 0.49 lakhs each (including interest) commenced on 1 June 2014. The loan was repaid in May 2017.	-	-	-	-	0.96	0.96	0.97	5.44	6.41
4	<b>Axis Bank Ltd - A/c no AUR000901031021</b> The loan was taken during the financial year 2014-15 at an interest rate of 10.65% p.a repayable in 36 monthly installments of Rs 0.39 lakhs each (including interest) commenced on 1 July 2014. The loan was repaid in September 2017.	-	-	-	-	1.16	1.16	1.15	4.32	5.47
5	<b>Axis Bank Ltd - A/c no CVR000901048956</b> The loan was taken during the financial year 2014-15 at an interest rate of 10.50% p.a repayable in 36 monthly installments of Rs 0.59 lakhs each (including interest) commenced on 15 July 2014. The loan was repaid in May 2017.	-	-	-	-	1.72	1.72	1.72	6.47	8.19
		-	1.91	1.91	1.89	15.31	17.20	17.20	28.79	45.99
	Grand total	-	1.91	1.91	900.96	534.17	1,435.13	515.82	232.47	748.29

\*Shown under other current financial liabilities

16.4 The Company has not defaulted in the repayment of loan intallments and interest, as per terms.

**17 Provisions**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Provision for employee benefits			
- Gratuity (refer note 35)	<b>111.51</b>	75.24	70.64
	<b>111.51</b>	75.24	70.64

**18 Deferred Tax**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Temporary differences attributable to:			
Deferred tax liabilities			
Property, plant and equipment	<b>784.64</b>	483.50	73.27
Fair valuation of freehold land	<b>8,198.50</b>	8,126.58	8,200.71
Others	<b>14.40</b>	11.87	4.84
	<b>8,997.54</b>	8,621.95	8,278.82
Deferred tax assets			
Provision for compensated absences	<b>80.99</b>	72.15	71.55
Provision for gratuity	<b>38.97</b>	26.04	35.81
Provision for disputed taxes	<b>1,765.66</b>	1,252.80	481.33
	<b>1,885.62</b>	1,350.99	588.69
Net deferred tax liability recognised on the balance sheet	<b>7,111.92</b>	7,270.96	7,690.13

1. The tax impact for the above purpose has been arrived at by applying the tax rate 23.296% (previous years - 23.072%) for freehold land and 34.944% (previous years - 34.608%) for others being the prevailing tax rates for domestic companies under Income Tax Act, 1961.

**A reconciliation of the tax expense to the amount computed by applying the current income tax rate to the profit before tax is summarized below:**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Profit before income tax	<b>5,924.16</b>	4,853.30
Tax using Company's domestic tax rate	<b>2,050.23</b>	1,679.63
Effect of		
Section 14 A disallowance	<b>18.87</b>	-
Corporate social responsibility	<b>43.47</b>	45.13
IPO expense claimed under Section 35D of Income Tax Act, 1961	<b>(77.93)</b>	(77.58)
Short term capital loss / (gain) on disposal of Mutual Funds of earlier year recovered from Mutual Fund	<b>(16.63)</b>	24.55
Dividend income	<b>(83.08)</b>	(149.45)
Expenses claimed in previous year tax return	-	138.25
Fair valuation of Land	<b>78.83</b>	(74.12)
Others	<b>(4.12)</b>	(0.22)
Current tax pertaining to earlier years	<b>64.13</b>	(124.00)
Total tax expense	<b>2,073.77</b>	1,462.19

**19 Borrowings**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Secured loans repayable on demand			
Working capital loans from banks (refer note 19.1 below)	-	487.44	0.36
	-	487.44	0.36

Notes:

**19.1** The working capital loan limit Rs 600 lakhs from Axis Bank Limited carries an interest rate of 1.50% above base rate. This was secured by exclusive charge by way of hypothecation of entire current assets of the company (present and future) and a collateral exclusive charge by way of equitable mortgage of 1.75 acres of land situated at survey no 125/3-2 and 125/3-3 in Kunnathunadu village sub district puthencruz district Ernakulam, owned by the company. During the year, the Company has closed the working capital limit of Rs.600 lakhs with Axis Bank Limited and necessary documents have been filed with Registrar of Companies for satisfaction of charge on the assets of the Company. The Company has obtained a working capital limit of Rs.2500 lakhs (Rs.1000 lakhs fund based limit and Rs.1500 lakhs of non-fund based limit) from HDFC Bank Limited, with an interest rate of 8.50% p.a. This loan is secured by way of first and exclusive charge on the current assets of the Company and collateral pari passu charge on 25.47 acres of Property situated at Cochin Unit along with improvements thereon. The Company has utilised Rs.8.29 lakhs out of non - fund based limit for providing bank guarantee in favour of KSEB Limited, Trivandrum, Kerala towards the Security Deposit for the enhancement of power connection. The Company has not utilised fund based working capital limit.

**20 Trade payables**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Trade payables</b>			
Total outstanding dues of micro enterprises and small enterprises (refer note 34)	<b>37.57</b>	36.92	16.79
Total outstanding dues of creditors other than micro enterprises and small enterprises	<b>956.26</b>	1,202.25	831.25
	<b>993.83</b>	1,239.17	848.04

**21 Other financial liabilities**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Current maturities for long term loans	<b>375.67</b>	427.61	203.68
Current maturities for vehicle loans	<b>1.91</b>	15.31	28.79
Current maturities for corporate loans	-	91.25	-
Interest accrued but not due on term loan	-	7.38	5.45
Interest accrued but not due on corporate loan	-	0.77	0.77
Other payables :			
Dues to employees	<b>489.66</b>	376.10	360.71
Capital creditors	<b>66.75</b>	368.62	602.52
Security deposits	<b>53.87</b>	47.58	40.56
Commission Payable	<b>158.95</b>	46.34	98.87
	<b>1,146.81</b>	1,380.96	1,341.35

**22 Other current liabilities**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Entry fee/income received in advance	71.39	125.80	83.59
Statutory dues payable	188.70	204.55	166.59
	260.09	330.35	250.18

**23 Provisions**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Provision for employee benefits			
- Compensated absences	231.77	208.48	206.75
- Gratuity (refer note 35)	-	-	32.84
Provision for service tax	322.70	242.79	238.58
Provision for other taxes and levies	4,839.35	3,416.22	1,259.40
Provision for panchayath tax	-	70.19	-
Provision for sales tax	39.25	32.41	-
	5,433.07	3,970.09	1,737.57

**24 Income tax liabilities (net)**

(Amounts in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Income tax liabilities, net	556.76	-	129.67
	556.76	-	129.67

**25 Revenue from operations**

Amount in Rs lakhs

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Sale of services</b>		
Entry fee collection	19,868.42	20,141.77
Other counter collections	579.23	518.28
Room rental collection	648.09	764.86
<b>Total sale of services (A)</b>	<b>21,095.74</b>	<b>21,424.91</b>
<b>Sale of products</b>		
Manufactured goods		
Cooked foods	3,146.19	2,364.89
Traded goods		
Readymade garments	1,635.65	1,367.06
Soft drinks and packed foods	866.68	866.89
Others	305.08	258.48
<b>Total sale of products (B)</b>	<b>5,953.60</b>	<b>4,857.32</b>
<b>Total revenue from operations (A+B)</b>	<b>27,049.34</b>	<b>26,282.23</b>

**26 Other income**

Amount in Rs lakhs

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest income	25.22	43.04
Finance income on security deposit	8.24	4.31
Lease income	324.56	656.91
Dividend income from current investments	240.07	431.85
Profit on sale of property, plant and equipment	9.82	-
Foreign exchange gain	-	2.19
Gain on sale of mutual funds	48.07	-
Miscellaneous income	128.74	78.02
	784.72	1,216.32

**27 Cost of materials consumed**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Raw materials at the beginning of the year	72.72	28.72
Add: Purchases	1,209.43	1,005.32
Less: Raw materials at the end of the year	38.70	72.72
	<b>1,243.45</b>	961.32

**28 Purchase of stock-in-trade**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Readymade garments	1,016.45	780.43
Soft drinks and packed foods	488.20	529.20
Others	106.02	145.97
Add: Freight and carriage inwards	11.35	9.52
	<b>1,622.02</b>	1,465.12

**29 Changes in stock-in-trade**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Opening stock</b>		
Readymade garments	132.80	68.08
Soft drinks and packed foods	37.60	47.86
Others	73.70	62.45
(A)	<b>244.10</b>	178.39
<b>Closing stock</b>		
Readymade garments	96.37	132.80
Soft drinks and packed foods	35.01	37.60
Others	39.38	73.70
(B)	<b>170.76</b>	244.10
<b>Total (A-B)</b>	<b>73.34</b>	(65.71)

**30 Employee benefits expense**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Salaries, wages and incentives	3,609.44	3,403.71
Contribution to provident fund (refer note 35)	212.46	211.07
Share based payments to employees (refer note 15.6)	43.25	-
Staff welfare expenses	276.37	301.03
	<b>4,141.52</b>	3,915.81

**31 Finance costs**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest expense	120.68	132.51
	<b>120.68</b>	132.51

**32 Other expenses**

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Sub-contractor charges	<b>2,288.00</b>	2,030.78
Advertisement expenses	<b>1,888.53</b>	2,215.61
Rates and taxes	<b>1,721.20</b>	3,122.54
<b>Repairs and maintenance -</b>		
- Buildings	<b>334.04</b>	487.67
- Plant and equipment	<b>917.85</b>	1,112.65
- Others	<b>293.00</b>	319.86
Power and fuel	<b>850.01</b>	926.80
Security charges	<b>462.72</b>	644.23
Marketing expenses	<b>450.33</b>	600.29
Legal and professional fees	<b>437.36</b>	415.09
House keeping charges	<b>412.44</b>	522.34
Miscellaneous expenses	<b>293.87</b>	143.82
Rent (refer note 38(1))	<b>218.74</b>	152.84
Travel expenses	<b>139.36</b>	210.36
Contributions towards corporate social responsibility (Refer note 42)	<b>123.70</b>	145.19
Insurance	<b>80.24</b>	33.76
Printing and stationery	<b>54.24</b>	67.94
Communication expenses	<b>42.99</b>	41.04
Statutory audit fee	<b>23.79</b>	15.13
Tax audit fee	<b>1.21</b>	1.21
Other services	-	4.54
Reimbursement of expenses	<b>0.11</b>	1.56
Property, plant and equipment written-off	<b>22.76</b>	5.91
Loss on sale of property, plant and equipment	-	10.46
Loss on sale of Investments	-	70.94
Donation to political parties	<b>1.90</b>	5.78
	<b>11,058.39</b>	13,308.34

**33 Financial Instruments****33.1 Financial instruments by category**

The carrying value and fair value of financial instruments by categories as on 31 March 2018 are as follows:

(Amount in Rs lakhs)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit and loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
<b>Assets</b>							
Investments	-	1,215.61	-	-	-	1,215.61	1,215.61
Trade receivables	117.09	-	-	-	-	117.09	117.09
Cash and cash equivalents	2,439.44	-	-	-	-	2,439.44	2,439.44
Other balances with banks	46.59	-	-	-	-	46.59	46.59
Loans	45.36	-	-	-	-	45.36	45.36
Other financial assets	274.96	-	-	-	-	274.96	274.96
<b>Total assets</b>	<b>2,923.44</b>	<b>1,215.61</b>	-	-	-	<b>4,139.05</b>	<b>4,139.05</b>
<b>Liabilities</b>							
Trade payables	993.83	-	-	-	-	993.83	993.83
Other financial liabilities	1,146.81	-	-	-	-	1,146.81	1,146.81
<b>Total liabilities</b>	<b>2,140.64</b>	-	-	-	-	<b>2,140.64</b>	<b>2,140.64</b>

The carrying value and fair value of financial instruments by categories as on 31 March 2017 were as follows:

(Amount in Rs lakhs)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit and loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
<b>Assets</b>							
Investments	-	7,505.20	-	-	-	7,505.20	7,505.20
Trade receivables	94.50	-	-	-	-	94.50	94.50
Cash and cash equivalents	240.08	-	-	-	-	240.08	240.08
Other balances with banks	613.17	-	-	-	-	613.17	613.17
Loans	49.41	-	-	-	-	49.41	49.41
Other financial assets	264.58	-	-	-	-	264.58	264.58
<b>Total Assets</b>	<b>1,261.74</b>	<b>7,505.20</b>	-	-	-	<b>8,766.94</b>	<b>8,766.94</b>
<b>Liabilities</b>							
Borrowings	1,388.40	-	-	-	-	1,388.40	1,388.40
Trade payables	1,239.17	-	-	-	-	1,239.17	1,239.17
Other financial liabilities	1,380.96	-	-	-	-	1,380.96	1,380.96
<b>Total Liabilities</b>	<b>4,008.53</b>	-	-	-	-	<b>4,008.53</b>	<b>4,008.53</b>

The carrying value and fair value of financial instruments by categories as on 01 April 2016 were as follows:

(Amount in Rs lakhs)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit and loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
<b>Assets</b>							
Investments	-	8,442.19	-	-	-	8,442.19	8,442.19
Trade receivables	77.62	-	-	-	-	77.62	77.62
Cash and cash equivalents	2,723.84	-	-	-	-	2,723.84	2,723.84
Other balances with banks	80.00	-	-	-	-	80.00	80.00
Loans	46.30	-	-	-	-	46.30	46.30
Other financial assets	161.41	-	-	-	-	161.41	161.41
<b>Total Assets</b>	<b>3,089.17</b>	<b>8,442.19</b>	-	-	-	<b>11,531.36</b>	<b>11,531.36</b>
<b>Liabilities</b>							
Borrowings	516.18	-	-	-	-	516.18	516.18
Trade payables	848.04	-	-	-	-	848.04	848.04
Other financial liabilities	1,341.35	-	-	-	-	1,341.35	1,341.35
<b>Total Liabilities</b>	<b>2,705.57</b>	-	-	-	-	<b>2,705.57</b>	<b>2,705.57</b>

### 33.2 Fair value hierarchy

Financial assets and liabilities include investments, cash and cash equivalents, other balances with banks, trade receivables, loans, other financial assets, trade payables and other financial liabilities whose fair values approximate their carrying amounts largely due to the short term nature of such assets and liabilities.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value as on March 31, 2018 :

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Investments in Mutual Funds	1,215.61	1,215.61	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value as on March 31, 2017 :

(Amount in Rs lakhs)

Particulars	As at 31 March 2017	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Investments in Mutual Funds	7,505.20	7,505.20	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value as on April 1, 2016 :

(Amount in Rs lakhs)

Particulars	As at 01 April 2016	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Investments in Mutual Funds	8,442.19	8,442.19	-	-

The fair value of liquid mutual funds is based on quoted price.

### 33.3 Financial risk management

The Company's financial risk management is an integral part of how to plan and execute business strategies. The Board of directors has the overall responsibility for establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies.

The Company's activities expose it to a variety of financial risks, market risk (including interest risk), credit risk and liquidity risk. The Company's overall risk management programme focuses to minimize potential adverse effects on the financial performance of the Company.

#### a. Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks, as well as credit exposures to customers and other receivables. The Company applies prudent credit acceptance policies, performs ongoing credit portfolio monitoring as well as manages the collection of receivables in order to minimise the credit risk exposure.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the notes to the financial statements. The Company's major classes of financial assets are cash and cash equivalents, investment in mutual funds, term deposits, trade receivables and security deposits.

Deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks/financial institutions as approved by the Board of directors and the period of such deposits is 365 days or less to ensure liquidity.

Investments primarily include investment in liquid mutual fund units that are marketable securities of eligible financial institutions for a specified time period with high credit rating given by domestic credit rating agencies.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Company has a dedicated sales team which is responsible for collecting dues from the customer within stipulated period. The management reviews status of critical accounts on a regular basis.

#### Trade receivables that were not impaired

(Amount in Rs lakhs)

Particulars	Carrying amount		
	31 March 2018	31 March 2017	01 April 2016
Not due	117.09	94.50	77.62
Past due 1- 90 days	-	-	-
Past due 91 - 180 days	-	-	-
More than 180 days	-	-	-

#### b. Liquidity risk

Prudent liquidity risk management requires sufficient Cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The liquidity position at each reporting date is given below:

(Amount in Rs lakhs)

Particulars	31 March 2018	31 March 2017	01 April 2016
Cash and cash equivalents	2,439.44	240.08	2,723.84
Other balances with banks	46.59	613.17	80.00
Investments in Mutual funds (quoted)	1,215.61	7,505.20	8,442.19
Total	3,701.64	8,358.45	11,246.03

The following are the remaining contractual maturities of financial liabilities as on 31 March 2018

(Amount in Rs lakhs)

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	Total
Borrowings	-	-	-	-	-
Trade payables	993.83	-	-	-	993.83
Other financial liabilities	1,146.81	-	-	-	1,146.81

The following are the remaining contractual maturities of financial liabilities as on 31 March 2017

(Amount in Rs lakhs)

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	Total
Borrowings	487.44	900.96	-	-	1,388.40
Trade payables	1,239.17	-	-	-	1,239.17
Other financial liabilities	1,380.96	-	-	-	1,380.96

The following are the remaining contractual maturities of financial liabilities as on 01 April 2016

(Amount in Rs lakhs)

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	Total
Borrowings	0.36	515.82	-	-	516.18
Trade payables	848.04	-	-	-	848.04
Other financial liabilities	1,341.35	-	-	-	1,341.35

#### c. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

##### i. Foreign currency risk

The Company does not have any foreign currency exposure as at each reporting date. Accordingly, foreign currency risk disclosure is not applicable.

##### ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's borrowings are fixed interest rate borrowings and fluctuations in interest rate do not affect the profitability of the Company.

**34 Disclosure as per the requirement of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006:**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allotted after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2018 has been made in the financial statements based on information received and available with the Company. Further in the view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the said Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	37.57	36.92
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	37.57	36.92

**35 Employee benefits****1 Defined contribution plan**

Amount recognized as an expense in the Statement of Profit and Loss in respect of defined contribution plan is Rs.212.46 lakhs (Previous year Rs.211.07 lakhs)

**2 Defined benefit plan**

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Gratuity is a benefit to an employee in India based on 15 days last drawn salary for each completed year of service with a vesting period of five years. These defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

Details of employee benefits as required by Ind-AS 19 - "Employee benefits are as under"

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows :

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Change in benefit obligations</b>		
Benefit obligations at the beginning	364.25	319.98
Current service cost	48.91	56.33
Interest cost	26.16	21.01
Past service cost	-	-
Actuarial loss / (Gain) recognised in other comprehensive income		
a) changes in demographic assumptions	-	-
b) changes in financial assumptions	-	-
c) experience adjustments	(18.80)	(6.61)
Benefits paid	(34.64)	(26.46)
<b>Benefit obligations at the end</b>	<b>385.88</b>	<b>364.25</b>
<b>Change in plan assets</b>		
Fair value of plan assets at the beginning	289.02	216.51
Expected return on plan assets	20.52	16.62
Contributions	0.88	78.80
Actuarial gain / (loss)	(1.41)	3.55

Benefits paid	<b>(34.64)</b>	(26.46)
Fair value of plan assets at the end	<b>274.37</b>	289.02
Analysis of defined benefit obligation		
Present value of obligation as at the end of the year	<b>385.88</b>	364.25
Net asset / (liability) recognized in the Balance Sheet	<b>(111.51)</b>	(75.23)
Components of employer expenses/remeasurement recognized in the statement of Profit and Loss		
Current service cost	<b>48.91</b>	56.33
Interest cost	<b>26.16</b>	21.01
Expected return on plan assets	<b>(20.52)</b>	(16.62)
Expenses recognized in the Statement of Profit and Loss	<b>54.55</b>	60.72
Components of employer expenses/remeasurement recognized in the Other Comprehensive Income (OCI)		
Remeasurement of the net defined benefit liability	<b>(18.80)</b>	(6.61)
Remeasurement of the net defined benefit asset	<b>1.41</b>	(3.54)
Net (income) / expense recognized in the OCI	<b>(17.39)</b>	(10.15)
Actuarial Assumptions:		
Discount rate	<b>7.54%</b>	6.85%
Salary escalation	<b>8.00%</b>	8.00%
Attrition rate	<b>12.00%</b>	12.00%

- The discount rate is based on the term of the future liability. Term of the future liability is equal to term used in the bond rate table, for determining the discount rate.
- Salary Escalation Rate: The estimates of future salary increases takes into account the inflation, seniority, promotion and other relevant factors.
- Assumptions regarding future mortality rates are the rates as given under Indian Assured Lives Mortality (2006-08) Ultimate.

### 35 Employee benefits (continued)

#### Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Projected benefit obligation on current assumptions	For the year ended 31 March 2018		For the year ended 31 March 2017	
	Defined benefit obligation		Defined benefit obligation	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	<b>-6.33%</b>	<b>7.14%</b>	-6.75%	7.31%
Future salary growth (1% movement)	<b>6.40%</b>	<b>-5.80%</b>	5.86%	-5.71%
Attrition rate (1% movement)	<b>-0.50%</b>	<b>0.55%</b>	-0.78%	0.51%
Mortality rate (10% up)	<b>0.02%</b>		0.15%	

#### History of defined benefit obligations and experience (gains) and losses

Particulars	As at 31 March 2018	As at 31 March 2017
Defined benefit obligation	<b>385.89</b>	364.26
Plan assets	<b>274.38</b>	289.02
Funded status - deficit / (surplus)	<b>111.51</b>	75.24
Experience adjustments on plan liabilities	<b>(18.80)</b>	(6.61)
Experience adjustments on plan assets	<b>1.41</b>	(3.55)

**Maturity profile of defined benefit plan**

(Amount in Rs lakhs)

Projected benefits payable in future years from the date of reporting	As at 31 March 2018	As at 31 March 2017
With 1 year	43.50	38.17
1-2 year	40.22	34.99
2-3 year	32.15	32.30
3-4 year	28.82	25.95
4-5 year	25.05	23.04
5-10 years	98.65	88.10
Above 10 years	117.49	121.71

**Weighted average assumptions used to determine net periodic benefit cost**

Particulars	As at 31 March 2018	As at 31 March 2017
Number of active members	693	746
Per month salary cost for active members	95.03	101.53
Weighted average duration of the projected benefit obligation (years)	7.43	7.47
Projected benefit obligation (PBO)	401.78	364.26

**36 Segment information**

Based on the management approach as defined in Ind AS 108-Operating Segment, the chief operating decision maker (CODM) evaluates the company performance and allocates the company resources based on an analysis of various performance indicators by business segments and the segment information is accordingly presented as Amusement Parks, Resorts and Others. The Amusement Park segment includes admission fees and other related services. Resort segment includes running a hotel accommodation and related services. Other segment includes sale of merchandise, cooked food, packed foods etc. The accounting principles used in the preparation of these financial results are consistently applied to record revenue and expenditure in individual segments. The risks and rewards associated with these three categories of business are significantly different. Therefore, the primary segment consists of providing amusement facilities, resort and others. The Company caters to the domestic market and accordingly there is no reportable geographical segments.

**Allocation of common costs :** Common allocable costs are allocated to each segment according to the related contribution of each segment to the total common costs.

**Unallocated :** Unallocated items includes general corporate expenses and income which are not allocated to any segment.

**Segment accounting policies :** The company prepares its segment information in line with the accounting policies adopted for preparing and presenting the financial statements.

**Business segments**

For the year ended 31 March 2018 and 31 March 2017 (comparatives are in brackets) (Amount in Rs lakhs)

Particulars	Amusement park	Resort	Others	Total
Revenue				
Total revenue	20,437.39	1,087.22	5,524.73	27,049.34
	(20,652.54)	(1,168.76)	(4,460.93)	(26,282.23)
Other income	440.09	24.13	-	464.22
	(713.06)	(28.37)	-	(741.43)
Segment Revenue	20,877.48	1,111.35	5,524.73	27,513.56
	(21,365.60)	(1,197.13)	(4,460.93)	(27,023.66)
Result				
Segment Result	5,875.92	175.15	1,998.82	8,049.89
	(4,717.54)	(192.61)	(1,588.51)	(6,498.66)
Unallocated corporate expenses				2,446.23
				(2,120.25)
Operating profit				5,603.66
				(4,378.41)
Add: Interest, dividend and other miscellaneous income				320.50
				(474.89)
Profit Before Tax				5,924.16
				(4,853.30)
Less: Taxes				2,073.77

				(1,462.19)
Profit for the year				3,850.39
				(3,391.11)
Other information				
Segment assets	84,967.38	2,667.97	194.16	87,829.51
	(78,410.82)	(2,756.51)	(305.25)	(81,472.58)
Unallocated corporate assets				5,046.15
				(8,247.66)
Total Assets				92,875.66
				(89,720.24)
Segment liabilities	6,664.57	105.35	150.10	6,920.02
	(5,842.76)	(77.63)	(156.68)	(6,077.07)
Unallocated corporate liabilities				8,693.97
				(9,578.10)
Total liabilities				15,613.99
				(15,655.17)

### 37 Related party disclosures

A.	List of Key Management Personnel :		
	Key Management Personnel (KMP)	Mr M. Ramachandran***	Chairman
		Mr Kochouseph Chittilappilly	Director
		Mr George Joseph***	Director
		Mr Arun K Chittilappilly	Managing Director
		Mrs Priya Sarah Cheeran Joseph	Director
		Mr R Lakshminarayanan*	Director
		Mr Gopal Srinivasan*	Director
		Mr M. P. Ramachandran**	Director
B.	List of other related parties		
	Relative of KMP	Mrs Sheila K Chittilappilly (Wife of Mr Kochouseph Chittilappilly)	
		Mr Mithun K Chittilappilly (Son of Mr Kochouseph Chittilappilly)	
	Entity under common control	V-Star creations Private Limited Veegaland Developers Private Limited V-guard Industries Limited K Chittilappilly Foundation	

**37 Related party disclosures (continued)****C. Transactions with related parties**

(Amount in Rs lakhs)

Nature of transactions	For the year ended 31 March 2018	For the year ended 31 March 2017
Payment of equity dividend		
Mr Arun K Chittilappilly	79.10	39.55
Mr Kochouseph Chittilappilly	146.07	86.88
Mrs Priya Sarah Cheeran Joseph	15.09	7.55
Mrs Sheila K Chittilappilly	70.44	35.22
Mr Mithun K Chittilappilly	62.70	31.35
K Chittilappilly Foundation	27.69	-
	401.09	200.55
Sitting fees		
Mr Kochouseph Chittilappilly	1.10	1.20
Mr George Joseph***	1.50	2.30
Mr. R Lakshminarayanan*	2.20	1.20
Mr. Gopal Srinivasan*	1.40	0.70
Mr M. P. Ramachandran**	-	1.00
Mr M Ramachandran***	0.70	-
	6.90	6.40
Managerial remuneration***		
Mr Arun K Chittilappilly	158.85	170.36
Mr Kochouseph Chittilappilly	45.56	41.17
Mrs Priya Sarah Cheeran Joseph	98.32	71.08
Mr George Joseph	28.62	9.00
Mr R Lakshminarayanan*	5.38	-
Mr Gopal Srinivasan*	2.25	-
Mr M Ramachandran***	3.38	-
	342.36	291.61
V-Star creations private limited shop rent received	-	1.15

\* With effect from 2 August 2016, Mr. Gopal Srinivasan and Mr R Lakshminarayanan have been appointed as non - executive directors of the Company.

\*\* With effect from 2 August 2016, Mr. M.P Ramachandran has resigned as non- executive director of the Company.

\*\*\* With effect from 15 November 2017, Mr. George Joseph has been redesignated as whole time director of the Company and Mr. M Ramachandran has been appointed as non- executive independent director and Chairman of the Company.

\*\*\*\* Managerial remuneration does not include cost of retirement benefits such as gratuity and compensated absences since provision for these are based on an actuarial valuation carried out for the Company as a whole. This includes commission to non-executive directors shown under professional fees amounting to Rs 62.43 lakhs (Previous year Rs 50.19 lakhs).

**D. The balances receivable from and payable to related parties are as follows:**

(Amount in Rs lakhs)

Nature of balances	As at 31 March 2018	As at 31 March 2017
Other payables		
Mr Arun K Chittilappilly	77.74	25.73
Mr Kochouseph Chittilappilly	16.76	5.17
Mrs Priya Sarah Cheeran Joseph	50.53	15.44
Mr George Joseph	11.65	-
Mr Lakshminarayanan	1.17	-
Mr Gopal Srinivasan	0.44	-
Mr M Ramachandran	0.66	-
	158.95	46.34

**38 Lease transactions****1 Finance leases**

The company has taken buildings and amusement rides under operating leases. The building leases typically run for a period of six years with a non cancellation period of three years from January 2016. The amusement ride lease typically run for the period of seven years with a noncancellable period of six years and six months effective from October 2016. The lease payments for the buildings are increased by 5% every year to reflect the market rentals whereas, the amusement ride lease payments are based on monthly equated installments. Under the operating lease agreement, sub-letting is not permitted. The building lease arrangements are renewable on a periodic basis.

The lease rentals charged during the period and maximum obligations on long-term, non-cancellable operating leases payable as per the rentals stated in the respective agreements are as follows:

(Amount in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Lease rentals charged during the year	<b>218.74</b>	152.84

(Amount in Rs lakhs)

Lease obligations payable	For the year ended 31 March 2018	For the year ended 31 March 2017
Within one year of the balance sheet date	<b>204.50</b>	222.09
Due in a period between one year and five years	<b>762.48</b>	886.60
Due after five years	-	286.43

**39 Basic and diluted earnings per share**

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Nominal value per equity share (Rs.)	<b>10.00</b>	10.00
Profit for the year (Rs in lakhs)	<b>3,850.39</b>	3,391.11
Weighted average number of equity shares	<b>56,500,670</b>	56,500,670
Earnings per share - Basic (Rs.)	<b>6.81</b>	6.00
Effect of dilutive potential equity shares-		
Employee stock options (Nos.)	<b>39,768</b>	-
Weighted average number of diluted equity shares	<b>56,534,555</b>	56,500,670
Earnings per share - Diluted (Rs.)	<b>6.81</b>	6.00

**40 Details of provisions and movements in each class of provisions as required by the Indian Accounting Standard (IndAs) 37 - Provisions, Contingent liabilities and Contingent assets****1 Provision for service tax:**

During the year 2011-12 to 2014-15, the Additional Commissioner of Central Excise & Customs have raised demands on the share of income from restaurants in Kochi, for the period from October 2007 to March 2014 aggregating to Rs.390.80 lakhs including penalty and interest, which has been disputed by the Company. The Company had deposited Rs.109.23 lakhs under protest till 31 March 2018. During the current year, the Company received notices from Directorate General of Goods and Service tax Intelligence to show cause on the applicability and levy of service tax, interest and penalty.

Though the Company is hopeful of a favourable decision, provision has been made in the accounts as a matter of abundant caution.

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Carrying amount as at the beginning of the year	<b>242.79</b>	238.58	225.38
Additional provision made during the year	<b>79.91</b>	4.21	13.20
Amount paid/utilized during the year	-	-	-
Unused amount reversed during the year	-	-	-
Carrying amount at the end of the year	<b>322.70</b>	242.79	238.58

**2 Provision for other taxes and levies :**

This primarily consists of provision for service tax on admission to amusement park. The activity of " admission to entertainment events or access to amusement facilities "was included in the negative list contained in section 66D(j) of finance Act 1994 ,consequent to amendment as per Finance Act 2015,notification no: 14/2015 ST dated 19.05.2015 effective from 01.06.2015 the activity of admission to entertainment events or access to amusement facilities was removed from the negative list.Thereafter, Company started paying service tax on the amount received towards entry charges.The company filed writ petitions before the Honourable High Court of Karnataka, Kerala and Telangana challenging the constitutional validity of levy of service tax on admission to amusement park as well as quashing of notification no: 14/2015-ST and circular D.O.F no: 334/5/2015 TRU. The High Courts heard the matter and issued notice to Commissioner of service tax, Department of Revenue and Union of India represented by the Secretary Central Excise wing. In view of the above position, Company has decided to discontinue from the practice of collection and remittance of service tax on entry charges at all the locations till the matter is finally disposed off by the respective High Courts. During the current year, the Company received notices from Directorate General of Goods and Service tax Intelligence to show cause on the applicability and levy of service tax, interest and penalty. However, there is no demand outstanding in this regard.

Though the company is confident of obtaining a favourable order, as matter of abundant caution, sufficient provision has been made in the books towards tax and interest.

During the current year, the Company had deposited Rs.1400 lakhs under protest.

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Carrying amount as at the beginning of the year	<b>3,416.22</b>	1,259.40	971.69
Additional provision made during the year	<b>1,423.13</b>	2,518.27	287.71
Amount paid/utilized during the year	-	361.45	-
Unused amount reversed during the year	-	-	-
Carrying amount at the end of the year	<b>4,839.35</b>	3,416.22	1,259.40

**40 Details of provisions and movements in each class of provisions as required by the Indian Accounting Standard (IndAs) 37 - Provisions, Contingent liabilities and Contingent assets (continued)****3 Provision for panchayat tax :**

The company received a demand notice for Rs 220.57 lakhs towards building and property tax under section 202 of the Karnataka Panchayat Raj Act for the year 2016-17 from Bannikuppe (B) village panchayat considering the establishment under industrial category. The company disputed the demand specifically on classification of category under industrial establishment.The company filed an appeal before the Chief Executive Officer, zilla panchayat, Ramanagaram for considering it under commercial category.Since the company was paying tax under commercial category for the previous years, the management had estimated the maximum liability arising from this demand at Rs 70.19 lakhs and sufficient provision had been created in the previous year. During the current year, our appeal has been settled at Rs.32.63 lakhs and accordingly excess provision has been reversed in the books.

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Carrying amount as at the beginning of the year	<b>70.19</b>	-	-
Additional provision made during the year	-	70.19	-
Amount paid/utilized during the year	<b>32.63</b>	-	-
Unused amount reversed during the year	<b>37.56</b>	-	-
Carrying amount at the end of the year	-	70.19	-

**4 Provision for sales tax :**

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Carrying amount as at the beginning of the year	<b>32.41</b>	-	-
Additional provision made during the year	<b>6.84</b>	32.41	-
Amount paid/utilized during the year	-	-	-
Unused amount reversed during the year	-	-	-
Carrying amount at the end of the year	<b>39.25</b>	32.41	-

**5 Contingent liabilities**

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Contingent liabilities			
Claims against the Company not acknowledged as debts:			
Special entry tax demand pending appeal (the disputed tax is fully paid)	5.35	5.35	5.35
Income tax demands pending appeal (paid to the extent Rs 14.69 lakhs)	14.69	14.69	208.60
Entertainment tax	9.89	9.89	9.89
Interest on water cess	1.67	1.67	1.67
Service tax demand pending appeal	-	148.01	145.30
Show cause notice received from Directorate General of Goods and Service tax Intelligence:			
Others	367.23	-	-
Panchayat tax demand	-	150.38	-
Claims for compensation	17.28	17.28	17.28
Guarantee issued by the bank on behalf of the Company to Kerala State Electricity Board	25.03	19.43	19.43
Guarantee issued by the bank on behalf of the Company to Entertainment Tax Office - Bangalore	-	30.00	30.00
Guarantee issued by the bank on behalf of the Company to Entertainment Tax Office - Hyderabad	-	50.00	50.00
Guarantee issued by the bank on behalf of the Company to Hyderabad Growth Corridor Ltd	2.57	2.57	-

**6 Commitments**

(Amount in Rs lakhs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Estimated amount of unexecuted capital contracts (net of advances)	156.11	7,745.37	3,780.92

**41 First-time adoption of Ind AS**

These financial statements of Wonderla Holidays Limited for the year ended 31 March 2018 have been prepared in accordance with Indian Accounting Standards. This is the Company's first set of financial statements in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with 1 April 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance sheet and Statement of profit and loss, is set out below.

**41.1 Exemptions availed on first time adoption of Ind AS 101**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

**(a) Property, Plant and equipment (PPE)**

With respect to the carrying value of PPE the Company has the options as on transition date to carry the PPE at fair value or re-measure PPE as per Ind AS cost or carry forward previous GAAP (Indian GAAP) carrying amount.

The Company has elected to avail this exemption and hence carry forward previous GAAP carrying amounts without any further adjustments except freehold land. The management has conducted a fair market valuation of Freehold Land owned by the company in various locations as on 1 April 2016, that were hitherto being carried at cost. The surplus of fair market value over carrying value as at that date is credited to Retained Earnings net off deferred tax impact. The details of fair market valuation of Freehold Land are presented below:

Rs in lakhs

Particulars	As at 1 April 2016
Fair market value	43,436.90
Less: Cost of acquisition	4,878.54
Surplus	38,558.36
Less: Deferred tax adjustment	8,200.71
Net Surplus credited to Retained Earnings	30,357.65

**41 First-time adoption of Ind AS (continued)****41.2 Explanation of transition to Ind AS**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Indian GAAP to Ind AS in accordance with Ind AS 101 for the following:

- Reconciliation of profit and loss account for the year ended 31 March 2017
- Reconciliation of Equity as at 1 April 2016 and 31 March 2017
- Reconciliation of cash flow statement for the year ended 31 March 2017

**Reconciliation of profit between Indian GAAP and Ind AS**

(Amount in Rs lakhs)

Particulars	Notes to first-time adoption	For the year ended 31 March 2017
Profit after tax under Indian GAAP - 31 March 2017		3,307.01
Security deposits measured at amortised cost	C	(0.98)
Reversal of fair valuation of MF as at 1 April 2016	B	(0.69)
Recognition of loan at amortised cost	E	21.98
Reversal of straight-lining of lease rentals	J	5.10
Actuarial gains and losses	G	(10.15)
Deferred tax on Ind AS adjustments	I	68.84
Impact on profit for the period		84.10
Total profit as per Ind AS		3,391.11
Adjustments through other comprehensive income		
Actuarial gains and losses	G	10.15
Deferred tax on Ind AS adjustments	I	(3.51)
Total impact on other comprehensive income	H	6.64
Total comprehensive income after Ind AS adjustments		3,397.75

**Equity reconciliation as at 1 April 2016 and 31 March 2017**

(Amount in Rs lakhs)

Particulars	Notes to first-time adoption	As at 31 March 2017	As at 1 April 2016
Shareholders' equity under Indian GAAP		43,607.52	40,300.51
Impact on retained earnings			
Proposed dividend provided but paid in subsequent financial year	D	-	331.38
Security deposits measured at amortised cost	C	(1.05)	(0.07)
Fair valuation of land	A	38,558.36	38,558.36
Fair valuation of mutual fund investments	B	1.94	2.63
Recognition of loan at amortised cost	E	33.42	11.45
Reversal of straight-lining of lease rentals	J	5.10	-
Deferred tax	I	(8,140.22)	(8,205.55)
Total impact on retained earnings		30,457.55	30,698.20
Impact on equity		30,457.55	30,698.20
Shareholders Equity under Ind AS		74,065.07	70,998.71

## Reconciliation of cash flow between Indian GAAP and Ind AS for the year ended 31 March 2017

(Amount in Rs lakhs)

Particulars	As per Ind AS	As per Indian GAAP	Movement
Cash flow from operating activities	6,777.33	6,739.26	38.07
Cash flow from investing activities	(9,973.04)	(9,978.05)	5.01
Cash flow from financing activities	711.95	755.03	(43.08)
Net decrease in cash and cash equivalents	(2,483.76)	(2,483.76)	(0.00)

**41 First-time adoption of Ind AS (continued)****41.2 Explanation of transition to Ind AS (continued)**

Notes:

- A Fair valuation of land:** Company has elected to measure the land at the date of transition to Ind AS at its fair value and use that fair value as its deemed cost at that date.
- B Investment in mutual funds:** Under Indian GAAP, current investments in mutual funds are measured at cost or net realisable value, whichever is lower. Under Ind AS, investments in mutual funds are classified as 'Fair value through profit or loss' and are measured at fair value at each reporting date. The subsequent changes in the fair value of such investments are recognised in statement of profit and loss.
- C Interest-free security deposits paid:** Under Indian GAAP, interest-free lease security deposits paid are reported at their transaction values. Under Ind AS, interest-free security deposits are measured at fair value on initial recognition and at amortised cost on subsequent recognition. The difference between the transaction value and fair value of the lease deposit at initial recognition is treated as prepaid rentals. This amount is recognised in statement of profit and loss on a straight line basis over the lease term.
- D Proposed dividend:** Till the year 2015-16, under Indian GAAP, dividend proposed after the date of the financial statements but prior to the approval of financial statements is considered as an adjusting event, and a provision for dividend is recognised in the financial statements of the period to which the dividend relates. With the amendment to the Indian GAAP, for the period 2016-17, dividend proposed after the balance sheet date but before the financial statements are approved, the dividends are not recognised as a liability at the balance sheet date because no obligation exists at that time unless a statute requires otherwise. Under Ind AS, dividend declaration is considered as a non-adjusting event and provision for dividend is recognised only in the period when the dividend is approved by the shareholders in Annual General Meeting.
- E Transaction cost on borrowings:** Under Indian GAAP, financial liabilities are recognised at cost and transaction costs are expensed in the statement of profit and loss as incurred. Under Ind AS, financial liabilities are recognised at fair value and transaction costs are deducted from the amount of financial liability. Interest expense is recognised using effective interest rate method.
- F Arrangements containing a lease:** Indian GAAP does not provide explicit guidance on accounting for lease transactions which are embedded in purchase/sale arrangements. Such arrangements are generally recognised based on their legal

form. Ind AS provides specific guidance for the identification of embedded leases. Once identified as a lease, the principles for classification and accounting of the embedded lease would be the same as other leases.

- G Actuarial gains and losses:** Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of profit and loss. Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.
- H Other comprehensive income:** Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.
- I Operating lease rentals recognition:** Under Indian GAAP, lease payments under an operating lease are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Under Ind AS, escalation of operating lease rentals that are in line with expected general inflation rate are not straight-lined.
- J Deferred tax:** Under Indian GAAP, deferred taxes are recognised using income statement approach i.e. reflecting the tax effects of timing differences between accounting income and taxable income for the period. Under Ind AS, deferred taxes are recognised using balance sheet approach i.e. reflecting the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes using the income tax rates enacted or substantively enacted at reporting date. Also, deferred taxes are recognised on account of the above mentioned changes explained in notes A to I, wherever applicable.

**42 Corporate Social Responsibilities**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through out the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

(Amounts in Rs lakhs)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(a) Gross amount required to be spent by the company during the year	<b>139.78</b>	152.00
(b) Amount spent during the year	<b>123.70</b>	145.19
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	<b>123.70</b>	145.19

- 43** Advances includes an amount of Rs. 98.88 lakhs due from a foreign vendor who had gone into liquidation. This has been fully provided for, in earlier years. Pending approval of Reserve Bank of India, both advance and provision is carried forward and not netted off.
- 44** The Board of Directors has recommended a final dividend of 15% (Rs 1.50 per equity share of face value of Rs 10) for the financial year ended 31 March 2018, subject to the approval by shareholders at the ensuing Annual General Meeting.
- 45** Figures for the previous periods have been regrouped / reclassified wherever necessary, in order to make them comparable with current period.

The above notes form an integral part of these financial statements

As per our report of even date attached  
for **B S R & Co. LLP**  
Chartered Accountants  
Firm registration no.: 116231W/W-100024

for and on behalf of the Board of Directors of  
**Wonderla Holidays Limited**

**Arun K Chittilappilly**  
Managing Director  
DIN: 00036185

**Ramachandran M**  
Chairman  
DIN: 07972813

**G. Prakash**  
Partner  
Membership No.: 099696

**Nandakumar N**  
Chief Financial Officer

**Srinivasulu Raju Y**  
Company Secretary

Place: Bangalore  
Date: 26 May 2018

Place: Bangalore  
Date: 26 May 2018

# NOTICE

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of Wonderla Holidays Limited will be held at 4.00 p.m on Tuesday, the 7<sup>th</sup> of August 2018 at Wonderla Resort, 28<sup>th</sup> KM, Mysore Road, Bangalore - 562109, Karnataka, to transact the following business:

## ORDINARY BUSINESS:

### 1. Adoption of financial statements

To receive, consider and adopt audited financial statements of the Company which include the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

### 2. Declaration of dividend

To declare final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31<sup>st</sup> March, 2018.

### 3. Re-appointment of Director

To appoint a Director in the place of Mr. Kochouseph Chittilappilly (DIN 00020512), who retires by rotation and being eligible, seeks re-appointment.

### 4. Ratification of appointment of Statutory Auditor and to fix remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, and pursuant to the resolution passed by the Members at the Fifteenth Annual General Meeting held on August 09, 2017 appointing BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as Statutory Auditor of the Company to hold office for four (4) years from the conclusion of fifteenth Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting, the appointment of BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as Statutory Auditor of the Company, to hold office till the conclusion of next Annual General Meeting of the Company, be and is hereby ratified by the Members of the Company, on such remuneration as shall be decided by the Board of Directors or any Committee thereof in addition to payment of any out of pocket expenses and indirect taxes at the applicable rates, as may be incurred by Auditor during the course of the Audit.”

By order of the Board  
For Wonderla Holidays Limited

Bangalore  
May 26, 2018

Srinivasulu Raju Y  
Company Secretary

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least 48 hours before commencement of the meeting.
3. Members who wish to seek/ desire any further information/ clarification on the financial statements at the meeting are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office.
4. The Register of Members and the Share Transfer books of the Company shall remain closed from Wednesday, the 1st August, 2018 to Tuesday, the 7th August, 2018 (both days inclusive) for the purpose of payment of final dividend for the fiscal year 2017-18 and the AGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Business at the meeting, is annexed hereto.
6. Dividend if any declared as per the recommendation of the Board, will be paid within 30 days from the date of declaration to those shareholders whose names appear in the Register of members as on 31st July, 2018.
7. The Company has so far declared dividends and issued warrants/ made electronic transfer to the shareholders as below:

Year	Dividend Per Share (Rs.)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
2012-13	1.50	24th July 2013	24th July, 2020
2013-14	1.50	19th September 2014	19th September, 2021
2014-15	1.50	12th August 2015	12th August, 2022
2015-16 Interim	1.50	9th March 2016	9th March 2023
2015-16	0.50	1st August 2016	1st August 2023
2016-17	1.00	9th August 2017	9th August 2024

Those shareholders who have not encashed the dividend so far are requested to send their claims to Karvy Computershare Pvt. Ltd., (KCPL) or the Company. The unclaimed dividend details are available on the website of the Company <http://www.wonderla.com/investor-relations>.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts.
11. Details under SEBI Listing Regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
12. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Reports are being sent in the permitted mode.
13. Electronic copy of the Notice of 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
14. Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for 2017-18 will also be available under the Investor Relations section on the Company's website [www.wonderla.com](http://www.wonderla.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 28th KM, Mysore Road, Bangalore -562 109, for inspection during normal business hours on working days.
15. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Karvy Computershare Pvt. Ltd. (KCPL).

The e-voting period commences on Friday, 3rd August, 2018 (9:00 am) and ends on Monday, 6th of August, 2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 31st July, 2018, may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter. Once the vote on a

resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at <https://evoting.karvy.com/>

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) 31st July, 2018.

Mr. Somy Jacob, Practising Company Secretary (Membership No. 6728) has been appointed as Scrutinizer to scrutinize the e-voting process.

The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward the same to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.wonderla.com/investor-relations/> and on the website of KCPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

#### **Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their email id in the records of their Depository Participant or intimate their e-mail ID to the Company/ Registrar and Transfer Agent or send it through email to [investors@wonderla.com](mailto:investors@wonderla.com).

## Explanatory statement pursuant to Section 102(1) of Companies Act, 2013

### Item No. 3

Additional information of Director recommended for re-appointment as required under SEBI LODR Regulations, 2015:

Profile of Mr. Kochouseph Chittilappilly

Name	Kochouseph Thomas Chittilappilly
Date of Birth	29/12/1950
Address	Chittilappilly House, Near Donbosco, Bye Pass Road, Vennala P.O, Ernakulam, Cochin, Kerala - 682028.
Date of Appointment	18/11/2002
DIN	00020512
Qualification	Post Graduation in Science majoring in Physics from Calicut University
Directorship held in other Companies	V- Guard Industries Limited Pearl Spot Resorts Limited Veegaland Developers Private Limited K. Chittilappilly Foundation
Memberships/ Chairmanships of Committees of other Public Companies :	CSR Committee of V – Guard Industries Ltd., - Chairman.
Brief profile of Experience and Achievements	Promoted a SSI unit in 1977 for manufacturing Voltage stabilisers, later converted the unit into a Company, named as V-Guard Industries Limited and diversified the products range to UPS, Submersible Pumps, Electric water heater, PVC House wiring cable, LT Power & control cables, ceiling fans, solar water heater and inverters etc. Entered into amusement park business in the year 1998 by establishing Veega Holidays and Parks Pvt Ltd in Cochin, and expanded amusement park business by establishing Wonderla Holidays Pvt Ltd at Bangalore in 2005, later both were merged in April 2008.
Shares held in the Company	14,607,292
Relation with KMPs and Directors	Father of Mr. Arun K Chittilappilly, Managing Director and Father-in-law of Ms. Priya Sarah Cheeran Joseph, Executive Director.

### Item No. 4

The Members of the Company at the 15<sup>th</sup> Annual General Meeting (AGM) held on August 09, 2017, had approved the appointment of BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as Statutory Auditor of the Company for a period of 4 years, to hold office from the conclusion of 15<sup>th</sup> AGM till the conclusion of 19<sup>th</sup> AGM of the Company to be held in 2019, subject to ratification of their appointment by the Members at every AGM. Accordingly, appointment of BSR & Associates LLP, Chartered Accountants, as a Statutory Auditor of the Company is required to be ratified by the Members. The Board recommends the resolution set

forth in Item No. 4 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

### Salient features of Employee Stock Option Scheme (ESOS) 2016.

The Members of the Company at their 14<sup>th</sup> Annual General Meeting held on 1<sup>st</sup> of August, 2016 had approved, by passing Special Resolution, issue of shares under Employee Stock Option Scheme (ESOS) 2016. The salient features of the scheme are once again detailed hereunder pursuant to the undertaking given to Stock Exchanges whilst obtaining In-principle approval for listing of shares to be issued under the said Scheme:

#### a. Brief Description of the Scheme:

With the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, the Company proposes to grant stock options to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI (Share Based Employee Benefits) Regulations 2014 (SEBI Regulations), as amended, from time to time. The Nomination and Remuneration Committee of Board Directors shall act as the Compensation Committee and has been authorised inter alia to formulate, administer and supervise ESOS 2016 including framing of its terms and conditions, in terms of the SEBI Regulations.

#### b. Total number of options to be granted:

The aggregate number of options to be granted under ESOS 2016 shall not be more than 10,00,000 (Ten Lakh) and such options may be granted in one or more tranches. Each option when exercised would be converted into one Equity Share of Rs. 10/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of employees or otherwise, would be available for being re-granted at a future date. The Compensation Committee is authorized to re-grant such lapsed/cancelled options as per the provisions of ESOS 2016, within overall ceiling.

SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 10,00,000 (Ten Lakh) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

#### c. Identification of classes of employees entitled to participate in ESOS 2016:

Following classes of employees are entitled to participate in ESOS 2016:

- Permanent employees of the Company working in India or out of India; and
- Directors of the Company.

Following persons are not eligible:

- an employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

c) an Independent Director within the meaning of the Companies Act, 2013.

**d. Requirements of vesting and period of vesting:**

The options granted shall vest so long as an employee continues to be in the employment of the Company. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest. Options granted under ESOS 2016 would vest not earlier than one year and not later than five years from the date of grant of options.

**e. Maximum period within which the options shall be vested:**

Options granted under ESOS 2016 would vest not later than five years from the date of grant of options.

**f. Exercise price or pricing formula:**

The exercise price shall be such price as may be determined by the Compensation Committee. However, such price shall not be less than the face value of the shares and not more than the prevailing Market Value of the shares as on the date of Grant.

**g. Exercise period and the process of exercise:**

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of options. The options will be exercisable by employees by making a written application to the Company in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time. The options will lapse if not exercised within the specified exercise period.

**h. Appraisal process for determining the eligibility of employees under ESOS 2016:**

Whilst granting the options to employees under ESOS 2016, the Compensation Committee would *inter alia* consider grade, performance, merit, future potential contribution, conduct of the employee and such other factors as may be deemed appropriate.

**i. Maximum number of options to be issued per employee and in aggregate:**

The number of options that may be granted to any specific employee of the Company under ESOS 2016 in any financial year and in aggregate shall be less than 1% of the issued Equity Share Capital of the Company. The aggregate of all such options granted shall not exceed 10,00,000 (Ten Lakh) options plus such adjusted numbers for any bonus, stock splits or consolidation or other re-organisation of the capital structure of the Company, as applicable, from time to time.

**j. Maximum quantum of benefits to be provided per employee under ESOS 2016:**

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

**k. Route of Scheme implementation:**

The Scheme shall be implemented and administered directly by the Company.

**l. Source of Shares:**

The Scheme contemplates fresh/ new issue of shares by the Company.

**m. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:**

The Company shall not provide any loan for ESOS 2016 purpose, as Company is directly implementing the Scheme.

**n. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**

This is not relevant under the scheme.

**o. Accounting and disclosure policies:**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

**p. Method of valuation:**

To calculate the employee compensation cost, the Company shall use fair value method for valuation of the options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

By order of the Board  
For Wonderla Holidays Limited

Bangalore  
May 26, 2018

Srinivasulu Raju Y  
Company Secretary

**PROXY FORM**  
**WONDERLA HOLIDAYS LIMITED**

CIN: L55101KA2002PLC031224

Registered Office: 28th KM, Mysore Road, Bangalore – 562109, Karnataka.

[Form No. MGT-11 Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**16th Annual General Meeting - August 7, 2018**

Name of the member(s)

Registered address

Registered E-mail Id

Folio No / Client ID

DP ID

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name: ..... Address .....

..... E mail Id ..... Signature .....

or Failing him

2. Name: ..... Address .....

..... E mail Id ..... Signature .....

or Failing him

3. Name: ..... Address .....

..... E mail Id ..... Signature .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 16th Annual General Meeting of the Company, to be held at 4.00 p.m. on Tuesday the 7th August, 2018 and at any adjournment thereof in respect of such resolutions indicated below:

S. No.	Resolutions	(Mention no. of shares)	
		For	Against
	Ordinary Business		
1	Adoption of Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.		
2	Declaration of final dividend of Rs. 1.50 per equity share of Rs. 10 each for the year ended 31st March, 2018.		
3	Appointment of a Director in the place of Mr. Kochouseph Chittilappilly, who retires by rotation and being eligible, seeks re-appointment.		
4	Ratification of Appointment of BSR & Associates LLP, Chartered Accountants as statutory auditor.and to fix remuneration		

Signed this..... day of..... 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Note:

- THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company 28th KM, Mysore Road, Bangalore – 562109, Karnataka, not less than 48 hours before the commencement of the meeting.
- Those members who have multiple folios with different joint holders may use copies of this attendance slips/ proxy.
- Its optional to indicate your preference. If you leave the 'for' or 'against' Column blank, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

**ATTENDANCE SLIP**  
**WONDERLA HOLIDAYS LIMITED**

CIN: L55101KA2002PLC031224  
Registered Office: 28th KM, Mysore Road, Bangalore – 562109, Karnataka

**16th Annual General Meeting**

Date	Venue	Time
7th August, 2018	Wonderla Resort, 28th KM, Mysore Road, Bangalore-562109, Karnataka.	4.00 p.m

Name of the Shareholder	Folio / DP & Client ID No.	No. of Shares

I certify that I am a registered shareholder / Proxy / authorized representative for the member of the Company; holding above mentioned shares in the Company, and hereby record my presence at the 16th Annual General Meeting of the Company.

**Member's/Proxy signature**

Note:

1. Member/ proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly filled-in and signed.
2. Member/ proxy holder wishing to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.



**ENTRY PASS**

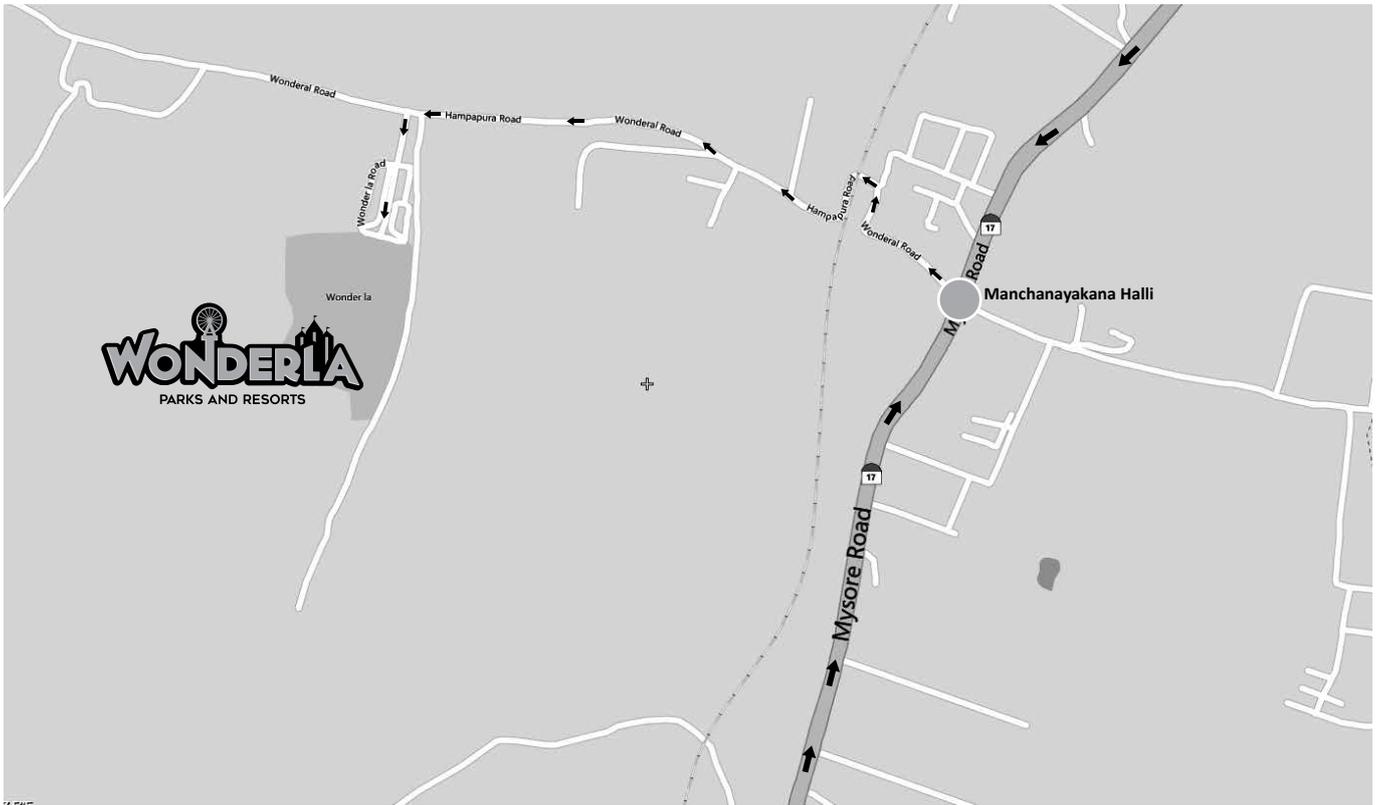
(To be retained throughout the meeting)

Folio No. (for holding in physical form)	
DP ID / Client ID No. (for holding in electronic form)	
Full Name (In Block Letters)	
No. of Shares	

**Note:**

1. Shareholders/ proxy or representative of shareholders are requested to produce the above attendance slip, duly filled in and signed in accordance with their specimen signatures registered with the Company/ RTA along with the entry pass, for admission to the venue.
2. The admission will, however, be subject to verification/ checks, as may be deemed necessary.
3. Under no circumstances, any duplicate attendance slip will be issued at the entrance to the meeting.

### ROUTE MAP TO THE 15TH ANNUAL GENERAL MEETING VENUE





In FY18 Wonderla introduced  
India's first space flying experience in  
Hyderabad park with MISSION INTERSTELLAR



**Wonderla Holidays Ltd.**

Regd. Office: 28th km, Mysore Road, Bangalore-562 109, Tel: 080 67477333, 080 22010300  
[www.wonderla.com](http://www.wonderla.com)