

Wonderla Holidays Limited

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CIN :- L55101KA2002PLC031224



Date: 19/06/2015

To,
The Vice President
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Fax: 022 - 26598237/ 38

Dear Sir/ Madam,

Sub: Intimation pursuant to Regulation 8 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

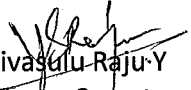
Please find enclosed the Code of fair disclosure and conduct for prevention of Insider trading at Wonderla Holidays Limited.

Kindly take the same on record.

Thanking You,

Yours faithfully

For Wonderla Holidays Limited


Srinivasulu Raju-Y
Company Secretary

Encl: As above

Branches:

Kochi : Pallikkara, Kumarapuram P.O., Pin: 683 565, Ph: 0484-2684001-6 Fax: 0484-2684001, E-mail: mail.cok@wonderla.com
Hyderabad : Kongara Raviryalu P.O., Rangareddy District, Pin: 501 510, Ph: 040-23490300, E-mail: mail.hyd@wonderla.com

WONDERLA HOLIDAYS LIMITED

CODE OF FAIR DISCLOSURE AND CONDUCT FOR PREVENTION OF INSIDER TRADING

Manual Title	Code of Fair Disclosure and conduct for prevention of Insider Trading in securities of Wonderla Holidays Limited
Approved by	Board of Directors
Date of Approval	21/05/2015
Effective date	21/05/2015

Introduction

The objective of this manual is to give basic understanding of the law relating to insider trading and to reiterate WONDERLA HOLIDAYS LIMITED (hereinafter referred to as "**the Company**") policy and code for dealing in the securities of the Company. It includes providing guidance to all Directors, officers, designated employees and connected persons on the procedures of preclearance/ reporting to be followed when trading in the securities of the Company.

The Policy and Obligations

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Wonderla Holidays Limited hereby notifies that this Code of conduct is to be followed by all Directors, officers, designated employees and connected persons.

Part A - Definitions

A.1 'Act' means the Securities and Exchange Board of India Act, 1992.

A.2 'Company' means Wonderla Holidays Limited.

A.3 'Compliance Officer' means the Company Secretary.

A.4 'Connected Persons' means any person who

(i) is a director as defined in Section 2 (34) the Companies Act, 2013 or

(ii) occupies the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company [whether temporary or permanent] and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.

[Explanation: — the words "connected person" shall mean any person who is a connected person six months prior to an act of insider trading;]

A.5 'Designated Employee' shall include:

(a) officers comprising the top two tiers of the company management.

(b) Employees designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable.

A.6 'Free Period' means any Period other than the Prohibited Period.

A.7 'Insider' means any person who is a "Connected Person" or " in possession of or having access to unpublished price sensitive Information.

A.8 'Insider Trading' means when insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions.

A.9 'Officer' means and includes any employee of the Company in the rank of senior manager and above cadre and includes Auditors of the Company;

A.10 'Price Sensitive Information' shall mean any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of Company.

Explanation: The following shall be inter alias, deemed to be price sensitive information:-

(a) periodical financial results of the Company;

(b) intended declaration of dividends (both interim and final);

- (c) issue of securities or buy-back of securities;
- (d) any major expansion plans or execution of new projects;
- (e) amalgamation, mergers or takeovers;
- (f) disposal of the whole or substantial part of the undertaking;
- (g) any significant changes in policies, plans or operations of the Company.
- (h) disruption of operations due to natural calamities;
- (i) commencement of any new commercial production or commercial operations where the contribution there from is likely to exceed 10% of the total turnover of the Company during that financial year;
- (j) developments with respect to changes in pricing / realisation on goods and services arising out of changes in government policy;
- (k) Litigation/dispute with a material impact;
- (l) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- (m) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

A.11 'Prohibited Period' means the period effective from 1st day of the month succeeding the end of a quarter in which Board of Directors to consider the audited or unaudited financial results for the year/quarter or 30 days before the date fixed for the meeting of the Board of Directors to consider any other Price Sensitive information whichever is later, up to 48 hours after the price sensitive information is submitted to the Stock Exchange.

A.12 'Relative' means a person, as defined in Section 2 (77) of the Companies Act, 2013. It provides that a person shall be deemed to be relative of another if and only if,

- a) They are members of a Hindu Undivided Family or
- b) They are husband and wife or
- c) If he or she is related to another in the following manner, namely:-

- (1) Father (Including step father)
- (2) Mother (Including step mother)
- (3) Son (Including step son)
- (4) Son's wife
- (5) Daughter
- (6) Daughter's husband
- (7) Brother (Including step brother)
- (8) Sister (Including step sister)

A.13 'Trading' means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

A.14 'Trading day' means a day on which the recognized stock exchanges are open for trading;

A.15 'Unpublished' means information which is not published by the company or its agents and is not specific in nature.

Explanation— Speculative reports in print or electronic media shall not be considered as published information.

A.16 'Unpublished price sensitive information' means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

Note: Words and expressions used and not defined in this policy shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

Part B

1. Compliance Officer

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Vice President-Finance / Board of Directors of the Company.

Duties of Compliance Officer

The Compliance Officer shall

- (a) maintain a record of designated employees and any changes made to the list of Connected Persons.
- (b) specify Prohibited Period from time to time in consultation with Vice President-Finance / Board of Directors and immediately make an announcement thereof to all concerned.
- (c) maintain a record of Prohibited Period specified from time to time.
- (d) be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated Employees' and their relatives' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Company's Board .
- (e) maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, and Designated Employees for a minimum period of three years.
- (f) place before the Vice President-Finance / Board of Directors , on a monthly basis all the details of the dealing in the securities by Designated Employees, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in these rules.
- (g) from time to time inform the Stock Exchanges of any price sensitive information on immediate basis.
- (h) intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.

(i) be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Vice President-Finance/ Board of Directors.

(j) inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of violation.

2. Preservation of "Price Sensitive Information"

Directors, Designated Employees, Officers shall maintain the confidentiality of all Price Sensitive Information. Employees/ directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

2.1 Need to know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

2.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

3. Prohibition on Trading, Communicating or Counseling on Matters Relating to Insider Trading

No Insider shall -

(a) either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information;

(b) communicates, counsel or procures, directly or indirectly any unpublished price sensitive

information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

4. Trading Restrictions

All directors/ officers and designated employees of the Company shall be subject to trading restrictions as enumerated below:-

4.1 Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

4.2 The trading window shall be, inter alias, closed at the time of:-

- (a) Declaration of Financial results (quarterly, half-yearly and annual)
- (b) Declaration of dividends (interim and final)
- (c) Issue of securities by way of public/ rights/bonus, etc.
- (d) Any major expansion plans or execution of new projects
- (e) Amalgamation, mergers, takeovers and buy-back
- (f) Disposal of whole or substantially whole of the undertaking
- (g) Any changes in policies, plans or operations of the Company, disruption of operations due to natural calamities;
- (h) Commencement of any new commercial production/commercial operations where the

contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;

(i) Developments with respect to changes in pricing/ realisation on goods and services arising out of changes in government policy;

(j) Litigation/dispute with a material impact;

(k) Revision of credit ratings assigned to any debt or equity instrument of the Company;

(l) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

4.3. The period of closure shall be effective from 1st day of the month succeeding the end of a quarter in which Board of Directors to consider the audited or unaudited financial results for the year/quarter or 30 days before the date fixed for the meeting of the Board of Directors to consider any other Price Sensitive information whichever is later, up to 48 hours after the price sensitive information becomes generally available. .

4.4 The trading window shall be opened 48 hours after the information referred in 4.2 is made public.

4.5 All Directors, Officers, Designated Employees of the Company shall trade in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

4.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

5. Pre-clearance of trades

All Directors, Officers, Designated Employees of the Company who intend to trade in the securities of the Company during free period in excess of 1000 Securities in number shall pre-clear the transactions as per the pre-trading procedure as described hereunder. The Company Secretary is authorised to change the number of Securities from time to time.

5.1 Pre-trading Procedure

5.1.1 An application for pre-clearance of trade may be made in Form 'A' to the Compliance Officer alongwith an undertaking (UT) in favour of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:

(a) That the Designated Employee/ Director/ Officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public in the securities of the Company till the time such information becomes public.

(c) That he or she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(d) That he or she has made a full and true disclosure in the matter.

5.1.2 The Compliance Officer shall on receiving an application provide the Director, Officer, or Designated Employee with an acknowledgement on the duplicate of the application.

5.1.3 The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.

5.1.4 The Compliance Officer shall retain copies of all applications and acknowledgements.

5.1.5 In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

(i) If so requested by the Compliance Officer, Director, Officer, Designated Employee must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his/her trading in shares.

5.2 Other Restrictions

5.2.1 All Directors, Officers, Designated Employees shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers, and Designated Employees must pre clear the transaction again. All Directors, Officers, Designated Employees shall hold their investments in securities for a minimum period of 30 days irrespective of mode of acquisition in order to be considered as being held for investment purposes.

5.2.2 The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

5.2.3 In case the sale of securities is necessitated by personal emergency, the compliance officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in Form 'B'.

6. Reporting Requirements for transactions in securities

6.1 Initial Disclosures

Every existing Director, Officer or Designated Employee of the Company and newly joined Director, Officer or Designated Employee of the Company on being appointed as such shall disclose to the Company, in Form 'C', the number of Securities or voting rights in the Company held by him and their dependent family members. The existing Director, Officer or Designated Employee of the Company have to make disclosure within 15 days of adoption of Code and newly appointed Director, Officer or Designated Employee have to make disclosure within 2 working days of becoming a Director or Officer or Designated Employee of the Company.

(a) Every Director, Officer and Designated Employee of the Company shall disclose to the Company, in Form 'F', the number of shares or voting rights in the Company held by him and change in his shareholding or voting rights from the last disclosure made under this Clause or under Clause 6.1, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or any revised limits notified by SEBI from time to time.

(a) (b) The aforesaid disclosure has to be made within 2 working days of:-

(i) the receipt of intimation of allotment of shares; or

(ii) the acquisition or sale of shares or voting rights as the case may be

(c) The disclosures under this Clause shall be sent to the Compliance Officer/ Company Secretary of the Company.

6.3 Quarterly / Annual Disclosures

All Directors, Officers, Designated Employees dealing in the Securities of the Company shall be required to forward following details of their Securities transactions including the holdings of dependent family members to the Compliance officer:

(a) All holdings in securities of the Company by Directors, Officers, Designated Employees at the time of joining the Company;

(b) In respect of existing Directors, Officers, Designated Employees, all holdings in securities of the Company as on the date specified by the Company Secretary.

(c) Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in Form 'D' on a quarterly basis within 15 days from the end of each quarter; and

(d) Annual statement of all holdings in securities of the Company in Form 'E' as on March 31 of each year, before April 15 of that year.

6.4. Disclosure by the Company to Stock Exchanges

Within 2 days of the receipt of the disclosures under Clause 6.2 of the code, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed.

6.5 Records of disclosures received by the Company

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers, and Designated Employees for a minimum period of three

years. The Compliance officer shall place before the Vice President-Finance/ Board of Directors on a monthly basis all the details of the dealing in the securities by the Designated Employees, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre - dealing procedure as envisaged in this code.

7. Penalty for contravention of Code of Conduct

Any Director, Officer, Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

Directors, Officers, Designated Employees of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

8. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed accordingly.

9. Forms

Forms mentioned in the code for various disclosures under the regulation are appended at the end.

Forms relating to reporting under Prevention of Insider trading are as follows:

- Form A - application for pre-clearance of trade**
- Form B - application for waiver of minimum holding period**
- Form C - form for initial disclosure**
- Form D - quarterly statement**
- Form E - annual disclosure**
- Form F - disclosure of change in holding**

Form A

(To be submitted in duplicate)

Application for Pre-clearance of Trade under SEBI (Prohibition of Insider Trading) Regulations, 1992

To

The Compliance Officer

Wonderla Holidays Limited

1	Name of the applicant	:	
2	Designation	:	
3	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	:	
4	Nature of securities held	:	*Equity Shares/ Debentures/ Other Securities
5	Mode in which the securities are held	:	
6	The Proposal is for	:	(a) Acquisition in the open market (b) Subscription to the securities (c) Sale of securities
7	Proposed date of dealing in securities	:	
8	Nature of proposed dealing	:	Purchase / Sale of Securities
9	Estimated number of securities Proposed to be acquired/subscribed/sold	:	
10	Price at which the transaction is proposed	:	
11	Current market price (as on the date of application)	:	
12	Whether the proposed transaction will be through stock exchange or off market deal	:	
13	Proposed mode of dealing in securities	:	Physical / Dematerialised
14	If securities are held/proposed to be dealt in dematerialised form	:	
	Name of the Depository	:	
	DP ID Number	:	
	Client ID number	:	

In relation to the above Dealing, I undertake that:

- I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after signing the undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- I have not contravened the provisions of the Code of conduct for prevention of insider trading as notified by the Company from time to time;
- I have made full and true disclosure in the matter;
- I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.

(Signature)

Place:

Date:

Form B
Application for waiver of minimum holding period

Date: _____

The Compliance Officer
Wonderla Holidays Limited

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under clause 5.2. of the Code of Conduct for prevention of insider trading with respect to _____ Shares of the Company held by me / _____ (name of relative) singly / jointly acquired by me on _____ (Date). I desire to deal in the said shares on account of _____

(Give reasons).

Thanking You,

Yours faithfully,

(Name)

(Designation)

(Department)

FORM C
(Form for Initial Disclosure)

To
The Compliance Officer
Wonderla Holidays Limited

Date: _____

I. Quarterly Statement of Shareholdings of Director¹ / Officer¹ / Designated Employee¹ / Connected Person^{1&2}

Name	Designation	Department	No. of Shares held Date of Joining	Folio No. / DP ID / CL ID

II. Details of Shares held by Relatives³ / Dependent / Dependent Family Members⁴ (as applicable)

Name of Relative	Relationship	No. of Shares held	Folio No. / DP ID / CL ID

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Director/Officer / Designated Employee and Connected Person.

FORM D
(Quarterly Statement)

Date: _____

To
The Compliance Officer
Wonderla Holidays Limited

I. Quarterly Statement of Shareholdings of Director¹ / Officer¹ / Designated Employee¹ / Connected Person^{1&2}

Name	Designation	Department	No. of Shares held on 1 st day of quarter	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of quarter

II. Details of shares held by Relatives³ / Dependent Family Members⁴ (as applicable)

Name of Relative	Relationship	No. of Shares held on the 1 st day of quarter	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (yes/ no / NA)

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Officer/ Designated Employee and Connected Person.

FORM E
(Annual Disclosure)

Date: _____

To
The Compliance Officer
Wonderla Holidays Limited

I. Quarterly Statement of Shareholdings of Director¹ / Officer¹ / Designated Employee¹ / Connected Person^{1&2}

Name	Designation Department	No. of shares held on April 1, _____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held as on March 31, _____	Folio No. / DP ID/ Client ID

II. Details of Shares held by Relatives³ / Dependent Family Members⁴ (as applicable)

Name Relative	Relationship	No. of shares held on April 1, _____	No. of shares bought during the year	No. of shares held as on March 31, _____	Folio No. / DP ID/ Client ID

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (yes/ no / NA)

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Officer/ Designated Employee and Connected Person.

FORM F

To
The Compliance Officer
Wonderla Holidays Limited

Date: _____

I. Quarterly Statement of Shareholdings of Director¹ / Officer¹ / Designated Employee¹ / Connected Person^{1&2}

[illegible]

II. Details of shares held by Relatives³ / Dependent Family Members⁴ (as applicable)

[illegible]

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold – (yes/ no / NA)

(Signature)

1. Delete whichever is not applicable.
2. Connected person should mention the nature of the association.
3. Applicable to Director.
4. Applicable to Officer/ Designated Employee and Connected Person.