

**WATERWAYS LEISURE TOURISM LIMITED
(FORMERLY KNOWN AS WATERWAYS LEISURE TOURISM PRIVATE LIMITED)**

Confidential*



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Introduction

The Familiarization Program (“**the Program**”) for Independent Directors of Waterways Leisure Tourism Limited (“the Company”) has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR)**”) as amended from time to time. The Company at its meeting held on [•], has approved and adopted this Programme.

Purpose

This program is formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities, and is divided into various modules with emphasis on:

- a) Nature of the industry in which the Company operates
- b) Business model of the Company
- c) Roles, rights, responsibilities of independent directors
- d) Any other relevant information

OBJECTIVE

By means of the different Program, the Company intends to achieve the following objectives:

- a) To appraise the Directors about the affairs and manner of conducting business operations of the Company ;
- b) To inform them of all the laws, rules, regulations and guidelines applicable to the Company;
- c) To make them aware of the rules, responsibilities, liabilities pursuant to the SEBI LODR Regulations and the Companies Act and rules made thereunder;
- d) To accustom the Directors with their roles, rights and responsibilities that would facilitate their active participation in contributing towards the growth of the Company and decision making on key matters discussed at the Board Meetings.

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The Programme has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the SEBI (LODR) as amended from time to time.

CONTENTS OF THE PROGRAMME

The basic theme of the program would, inter alia, include –

- a) Roles, Rights, Duties, Responsibilities and Liabilities of the Directors;
- b) Business Model of the Company thereby including the nature of industry in which the Company falls, its product and services, geographical area of operation of the Company;
- c) Management Techniques.
- d) Visit to the project site.
- e) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders' conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- f) Directors Responsibility Statement forming part of Boards' Report;
- g) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, fraud response plan, obtaining Audit Committee approval, wherever required;
- h) Board evaluation process and procedures;
- i) Dealing with related party transactions under the Companies Act and the SEBI (LODR);
- j) Internal Financial Controls; and
- k) Loans and Investments under the Companies Act, as amended.

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Familiarization Process

The Company shall, through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to: (a) familiarize the Independent Directors with the strategy, business model, product offerings, stakeholders, industry and geographies in which the Company operates; (b) update on business operations, financial performance business outlook and budgets of the Company. c) update on markets, organization structure, finance; and (d) apprise on human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.

The programme essentially has two broad components – technical and behavioral. The technical component shall enable the participants to understand the Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in the Company. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The program shall be conducted in such manner as to facilitate convenience of the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time.

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

The details of the Familiarization Programme shall be disclosed on the Company's website i.e., <https://www.cordeliacruises.com/> and a web link thereto shall be given in the Annual Reports of the Company. Further, the number of programmes attended by the independent directors along with the number of hours spent by such independent director in the programmes (during the year and on cumulative basis till date) shall also be disclosed by the Company.

Amendments and Updations

This policy will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.

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Interpretation

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

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