

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



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Introduction

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (“**Regulations**”) require all companies listed on stock exchanges to frame and upload on its website a code of practices and procedure for fair disclosure of unpublished price sensitive information.

As per the requirement of the said regulations, Waterways Leisure Tourism Limited (“**the Company**”) has adopted this code of practices and procedures for fair disclosure of unpublished price sensitive information in line with the principles set out in Schedule A of the Regulations which shall be effective from the date listing of equity shares of Company on Stock Exchange.

Scope

The Company shall adhere to the practices and procedures detailed in this code in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of the Company in the market.

Terms & Definitions

“**Unpublished Price Sensitive information**” (**UPSI**) means any information, relating to a company or its securities, directly or indirectly, that is not generally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, delisting, disposals and expansion of business and such other transactions
- (v) changes in key managerial personnel
- (vi) any other information based on its materiality

“**Legitimate Purposes**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2018 or of any other Regulations that may be in force for the time being.

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Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018 or the Companies Act, 2013 each as amended and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Principals of Fair Disclosures

The Company shall follow the Principles of Fair Disclosures detailed hereunder:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

Procedure for responding to any queries/ requests for verification of market rumours by Stock Exchanges

1. The Compliance Officer, in consultation with MD or WTD or in the absence of Compliance Officer, other Authorised Person, shall give an appropriate, fair and prompt response to the queries by regulatory authorities / stock exchanges related to news reports and requests for verification of market rumours.
2. As and when necessary, the Company may on its own initiative, clarify, confirm or deny any reported event or information to stock exchange(s) with respect to any market rumours

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Policy for determination of Legitimate Purpose

In determining “Legitimate Purpose” for sharing of UPSI with any person, emphasis shall be given to the need for actions required in the ordinary course of business for the purposes of:

- i. performance of duties;
- ii. discharge of legal obligations;
- iii. pursuance of envisaged corporate actions resulting to UPSI;
- iv. discharge of regulatory / statutory obligation;
- v. evaluation of business opportunities; and
- vi. other bonafide purposes on need basis.

Amendments and Updatations

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.

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.
