

RENAISSANCE JEWELLERY LTD.

Code of Conduct For Prevention of Insider Trading

(As approved by the Board of Directors of the Company at its Meeting held on May 26, 2015 and applicable with effect from May 15, 2015)

THE POLICY & OBLIGATION

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, Renaissance Jewellery Ltd. (herein after referred to as "the Company") hereby notifies that this Code of Conduct is to be followed by all directors, officers, designated persons and connected persons.

1. INTRODUCTION:

- 1.1. The Securities and Exchange Board of India ("**SEBI**") has, on January 15, 2015, notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**the Regulations**") and has replaced the SEBI (Insider Trading) Regulations, 1992. The Regulations will come into effect from 15th May, 2015 (i.e. the 120th day from the date of the Notification of the Regulations).
- 1.2. As per the Regulations every listed company and any other person who is required to handle Unpublished Price Sensitive Information ("**UPSI**") in the course of business operations is required to formulate:
 - 1.2.1. a Code of Conduct for Prevention of Insider Trading to regulate, monitor and report trading in Securities by its Directors, Employees and other connected persons; and
 - 1.2.2. a Code of Practices and Procedures for Fair Disclosure of UPSI.
- 1.3. It has, therefore, become necessary to adopt new Codes as mentioned above. Consequent to the adoption of the new Codes, the existing Code shall be replaced.
- 1.4. Accordingly, the these Codes, formulated on the basis of principles laid down in the New Regulations, are prepared and placed for adoption.
- 1.5. the Code of Conduct for Prevention of Insider Trading of Renaissance Jewellery Ltd. shall be applicable to the Company with effect from 15th May, 2015.
- 1.6. Salient features of the Regulations are:
 - 1.6.1. The definition of "Insider" has been widened to include persons connected on the basis of being in any contractual, fiduciary or employment relationship that allows such person access to "unpublished price sensitive information" ("**UPSI**"). Immediate relatives are also deemed to be insiders, with the ability to rebut such presumption. In the case of connected persons, the onus of establishing that they were not in possession of UPSI shall lie on such connected persons.

- 1.6.2. Definition of 'Unpublished Price Sensitive Information' UPSI has been defined as information not generally available and which may impact the price. It has therefore become important to define information generally available.
- 1.6.3. Generally available information will be information that is accessible to the public on a non-discriminatory platform, which would ordinarily be a stock exchange platform. Further, under the Regulations, the criterion for what constitutes "unpublished price sensitive information" will be whether the information is "generally available"
- 1.6.4. The scope of "connected persons" under the Regulations has also been widened to include persons associated with the company in a contractual, fiduciary or employment relationship or having direct or indirect access to unpublished price sensitive information.
- 1.6.5. Notes to Interpretation: Every provision under the Regulations is accompanied by specific notes setting out the legislative intent for which that provision has been formulated. The notes will be the guiding factor in understanding the spirit of the legislation and how the regulator is likely to interpret and view its enforcement.

2. DEFINITIONS AND INTERPRETATION:

- 2.1. **Board of Directors** means the Board of Directors of the Company.
- 2.2. **Code** means this Code of Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of UPSI, as amended by any subsequent modifications made thereto from time-to-time.
- 2.3. **the Company** means Renaissance Jewellery Limited
- 2.4. **Compliance Officer** means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company;
- 2.5. **Connected Person** means any person who
1. is a director, key managerial Personnel of the company; or
 2. an officer or employee of the company; or
 3. has a professional or business relationship with the company and who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company and any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly in any capacity
- 2.6. **'Deemed Connected Persons'** means and includes:
- (a). an immediate relative of connected persons specified in clause (2.5); or
 - (b). a holding company or associate company or subsidiary company; or

- (c). an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- (d). an investment company, trustee company, asset management company or an employee or director thereof; or
- (e). an official of a stock exchange or of clearing house or corporation; or
- (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i). a banker of the company; or
- (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

2.7. **'Designated Person'** shall mean:

- 1. Managing and Whole-time Directors;
- 2. All Senior Vice Presidents / Executive Directors;
- 3. All Vice Presidents / General Managers;
- 4. Employees designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable.

2.8. **Director** means a member of the Board of Directors of the Company.

2.9. **Employee** means every employee of the Company including the Directors in the employment of the Company.

2.10. **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

2.11. **Immediate Relatives** means the spouse of the Designated Person, and includes parents, sibling and child of such Insiders, who are financially dependent on the Insiders or consults the Insiders in taking decisions relating to trading in securities.

2.12. **Insider** means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information. Insider will typically include:

2.12.1. Directors of the Company;

2.12.2. such Employees of the management as may be identified by the Compliance Officer in consultation with the Board of the Company in line with the objectives of the Code;

2.12.3. an auditor, accountancy firms, law firms, analysts, consultants or other persons, etc. assisting or advising the Company; and

2.12.4. such other Connected Persons as may be identified by the Compliance Officer in consultation with the Board of the Company in line with the objectives of the Code.

- 2.13. **Securities** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 2.14. **Trading Day** means a day on which the recognized stock exchanges are open for trading.
- 2.15. **Trading in Securities** means and includes an act of subscribing to, buying, selling, dealing or agreeing to subscribe to, buy, sell or deal in any Securities of the Company and trade shall be construed accordingly.
- 2.16. **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 Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
- 2.16.1. financial results ;
 - 2.16.2. dividends;
 - 2.16.3. change in capital structure;
 - 2.16.4. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - 2.16.5. changes in key managerial personnel; and
 - 2.16.6. material events in accordance with the listing agreement/regulations
- 2.17. All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations.
- 2.18. While interpreting the terms, due regard shall be given to the Notes to Interpretation in the Regulations.

3. COMPLIANCE OFFICER:

- 3.1. The Company Secretary shall be the Compliance Officer for the purpose of ensuring compliance and for effective implementation of the Regulations and also this Code across the Company. The Compliance Officer shall report to the Board of the Company.
- 3.2. The Company Secretary shall be the Compliance Officer so long as he/she remains the Company Secretary. In the event of the Company Secretary’s office falling vacant till such time a successor is appointed, the Managing Director shall be the Compliance Officer in the interim period.
- 3.3. The Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

- 3.4. The Compliance Officer shall act as the focal point for dealings with SEBI and/ or Stock Exchange(s) in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

4. DUTIES OF THE COMPLIANCE OFFICER:

- 4.1. The Compliance Officer shall be responsible for:
- 4.1.1. devise policies, without diluting the requirements of the Codes and the Regulations, in relation to the implementation of the Code and the Regulations under the guidance of the Board of Directors.
 - 4.1.2. prescribing procedures for various activities referred to in the Code and also devise from time to time standard formats of disclosures.
 - 4.1.3. keep in his/ her safe custody the records relating to the disclosures, transactions of trading, if any;
 - 4.1.4. ensure compliance with the policies and procedures referred hereinabove.
 - 4.1.5. monitoring adherence to the rules for the preservation of UPSI.
 - 4.1.6. receive and timely approve or decide otherwise on requests for pre-trading approvals received from Insiders for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
 - 4.1.7. implementation of this Code under the overall supervision of the Board of Directors of the Company.
- 4.2. The Compliance Officer shall maintain a record of the Insiders and their Immediate Relatives (in the format as per **Annexure-1**) and changes thereto from time-to-time. The Compliance Officer may, at any time whenever felt appropriate, change the format of the record.
- 4.3. The Compliance Officer shall assist all the Insiders in addressing any clarifications regarding the Regulations and this Code.
- 4.4. The Compliance Officer shall make efforts to create awareness amongst Insiders about ethical conduct and adherence to the Code and the Regulations.
- 4.5. The Compliance Officer shall place status reports before the Managing Director, detailing Trading in the Securities by the Insiders along with the documents that such persons had executed deals in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.
- 4.6. The Compliance Officer shall be responsible for all queries concerning this Code and/ or the Regulations. The Compliance Officer can be contacted at:
The Compliance Officer (Company Secretary)
Renaissance Jewellery Limited
Plot # 36A & 37,
SEEPZ, Andheri (E), Mumbai – 400096
Telephone No.: 022-40551221
Email: investors@renjewellery.com

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

- 5.1. Insiders shall maintain the confidentiality of all UPSI coming into their possession or control.
- 5.2. To comply with this confidentiality obligation, the Insiders shall not:
 - 5.2.1. communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
 - 5.2.2. discuss UPSI in public places, or
 - 5.2.3. disclose UPSI to any Employee who does not *need to know* the information for discharging his or her duties, or
 - 5.2.4. recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
 - 5.2.5. be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

6. NEED TO KNOW:

- 6.1. The Insiders who possess or have in their custody UPSI, shall handle the same strictly on a *Need to Know* basis i.e. the UPSI shall be disclosed only and only to those persons who need to know the same in for effectively discharging their official duties or responsibilities and/ or in furtherance of a legitimate purpose which is in the interest of the Company, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

7. LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

- 7.1. Insiders privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt amongst others, the following safeguards:
 - 7.1.1. files containing confidential information shall be kept secure.
 - 7.1.2. Records in electronic forms shall be secured with adequate security of login through a password. It is advisable to have a policy on passwords which will include password strength, authorisations for changing passwords, frequency/ period at which these passwords will be changed etc.
 - 7.1.3. enter into Non-Disclosure Agreements/ Confidentiality Agreements, if required to do so by the Company as per the formats suggested by the Compliance Officer;
 - 7.1.4. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time.

8. CHINESE WALL:

- 8.1. To prevent the misuse of UPSI, the Company has adopted a Chinese Wall policy which separates the departments which routinely have access to UPSI, from those departments which do not have or may occasionally have access to UPSI. Departments which routinely or regularly have access to UPSI are termed as UPSI Departments and other departments are termed as Non-UPSI Departments.
- 8.2. As per the said policy:
 - 8.2.1. The Employees in the UPSI departments shall not communicate any UPSI to the Employees in Non-UPSI departments.
 - 8.2.2. The Employees in the UPSI departments may have their cabins/ work places physically separated from the Employees in public area.
 - 8.2.3. Only in exceptional and deserving circumstances and also on Need to Know basis, the Employees from the Non-UPSI departments may be given UPSI, under prior intimation to the Compliance Officer.

9. 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 insiders will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the insiders of the Company and their dependent family members will have to forego the opportunity of trading in the Company's securities.

The insiders of the Company and their dependent family members 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.

- 9.1. Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.
- 9.2. Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Insiders when the Compliance Officer determines that an Insider(s)is/ are reasonably expected to have UPSI, including for the following purposes:
 - 9.2.1. declaration of financial results,
 - 9.2.2. declaration of dividends,
 - 9.2.3. change in capital structure,
 - 9.2.4. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions
 - 9.2.5. changes in key managerial personnel, and
 - 9.2.6. material events in accordance with the listing agreement.

- 9.3. In respect of declaration of quarterly/ half-yearly / annual financial results, the Trading Window shall remain closed from **15th day prior to the meeting** of the Board of Directors proposed to be held for approving such results.
- 9.4. For other UPSI referred above, the period of closure shall be effective from **7th day prior to the meeting** of the Board of Directors proposed to be held for considering such UPSI.
- 9.5. The Trading Window shall be opened **48 (Forty-Eight) hours after** the information referred to above becomes generally available.
- 9.6. All the Insiders shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

10. PRE-CLEARANCE OF DEALS IN SECURITIES:

10.1. Applicability:

Every Designated Person shall obtain a *pre-trading* approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives.

Such *pre-trading* approval would be necessary, only if the intention is to deal in the securities (including derivatives) of the company in excess of 10,000 number of shares or Rs. 10 lakhs in terms of market value of shares.

10.2. Pre-trading Procedure:

10.2.1. For the purpose of obtaining a *pre-trading* approval, the concerned Designated Person shall make an application in the prescribed form (**see Annexure 2**) to the Compliance Officer.

10.2.2. The Compliance Officer should submit his/her application for *pre-trading* approval to the Managing Director or Chief Financial Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings and declaration (**see Annexure 3**) indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.

10.2.3. Such application for *pre-trading* approval with enclosures may preferably be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent specifically addressed to the Compliance Officer.

10.2.4. No Designated Person shall apply for *pre-trading* approval if such person is in possession of UPSI, even if the Trading Window is open.

10.3. Approval:

- 10.3.1. The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the immediately next Trading Day unless he/ she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations.
- 10.3.2. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided in **Annexure 3** is reasonably capable of being rendered inaccurate.
- 10.3.3. Every approval letter shall be issued in such format (**see Annexure 4**) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- 10.3.4. In the absence of the Compliance Officer due to leave etc., the Chief Financial Officer or the Managing Director shall discharge the above function(s).

10.4. Completion of Pre-cleared Trading:

- 10.4.1. All the Insiders shall ensure that they / their Immediate Relatives complete execution of every pre-cleared deal in the Company's Securities as prescribed above within 7 (seven) Trading Days from the date of the approval.
- 10.4.2. The Insider shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal along with a copy of the contract/ trade advise, with the Compliance Officer in the prescribed form (**see Annexure 5**).
- 10.4.3. In case the transaction is not undertaken, a report to that effect shall be filed with the Compliance Officer (**see Annexure 5**).
- 10.4.4. If a deal is not executed by the concerned Designated Person / Immediate Relatives pursuant to the approval granted by the Compliance Officer within 7 (seven) Trading Days, the Designated Person shall apply once again to the Compliance Officer for *pre clearance* of the transaction covered under the said approval.

10.5. Trading Plans:

The Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure.

The Compliance Officer shall only approve and the insider shall carry out a Trading Plan in accordance with the applicable provisions of the Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This new concept gives an option to insiders who may be perpetually in possession of unpublished price sensitive information by enabling them to trade in securities of the Company with compliance to the Regulation. Under this option an insider can formulate a plan for trades to be executed in future even if he or she is in possession of

unpublished price sensitive information when a trade under a trading plan is actually executed. This will not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.

10.6. **Opposite transactions in the Securities:**

- 10.6.1. The Insiders shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company.
- 10.6.2. The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase/ sale will be permitted when the Trading Window is closed. An application for waiver of holding period shall be made to the Compliance Officer in the prescribed form (**see Annexure 6**).
- 10.6.3. Notwithstanding the above, should the Insiders execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

10.7. **Advice regarding Pre-Clearance:**

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to *pre-clearance* are applicable to any proposed transaction in the Company's Securities.

11. REPORTING OF TRANSACTIONS:

Initial Disclosures

- 11.1. Every Insiders (as and when identified by the Board) of the Company shall disclose their holding ("**initial disclosure of holding**"), and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities to the Compliance Officer **within 30 (thirty) days** of the Regulations taking effect (i.e., on or before 13 June, 2015) in prescribed format (**see Annexure 7**).
- 11.2. Whenever a person is identified as an Insider, the said Insider shall, **within 7 days** of being identified as an Insider, make an initial disclosure of holding to the Company/ Compliance Officer in the prescribed format. The Compliance Officer shall keep a record of Insiders identified and shall be responsible for obtaining the disclosures.

Continual Disclosures

- 11.3. Every Promoter, key managerial personnel, Director and Designated Person of the Company shall disclose annual statements of their holding ("**Annual Disclosure of Holding**"), and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities to the Compliance Officer as on 31 March of every Financial Year in such form and manner (**see Annexure 8**) as may be prescribed by the Compliance Officer from time-to-time. Such statement shall be submitted by **10th working day of April every year**.

- 11.4. Every Promoter, Director and Employee of the Company shall disclose in prescribed format (**see Annexure 9**) ("**Transaction-based disclosure of holding**") to the Compliance Officer the number of such Securities of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, **within 2 (two) Trading Days** of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar year, aggregates to a traded value in excess of Rs. 10 lakhs or such other value as may be specified.

The Company shall notify the particulars of such trading to the stock exchange on which its Securities are listed **within 2 (two) Trading Days** of receipt of disclosure or from becoming aware of such information.

- 11.5. The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.
- 11.6. The Compliance Officer in consultation with the Managing Director may prescribe additional obligations for any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form (see Annexure 10) and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

12. PENALTY FOR CONTRAVENTION:

- 12.1. Every Insider shall be individually responsible for complying with the applicable provisions of this Code. The Insiders who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary or such other action, if any, as may be decided by the Audit Committee.
- 12.2. Even if any action is taken by the Company for violation of the Regulations and the Code against any Insider, the SEBI shall always have the right to take action for violation of the Regulations or any other applicable laws/rules/regulations. The Insiders shall not take any defence before SEBI on the ground that action has already been taken by the Company.
- 12.3. Instances of violation of the Codes and of the Regulations by any person shall be informed to the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation.

Annexure – 2
(of RJL Code of Conduct for Prevention of Insider Trading)

APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To
The Compliance Officer
Renaissance Jewellery Limited
Plot # 36A & 37,
SEEPZ, Andheri (E),
Mumbai – 400096

For Internal Use Only
Received Date and Time
Signature

Dear Sir,

APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/ sale/ subscription of the _____ equity shares of Rs. 10/- each of the Company (securities) as per the details given below:

Name _____

State whether:

Director/
KMP Officer Connected
Person Dependent/
Relative/

If the Applicant is an Employee of the Company, please furnish following details:

Employee No.	
Designation	
Department	
Location	

Particulars of Proposed Transaction:

Nature of Transaction (Delete whichever is not applicable)	Buy	Sell	Subscribe
Name of Proposed Buyer/ Seller (applicable for off market transaction only)			
Number of Securities for which pre-dealing approval is sought			
Date of Purchase/ Allotment applicable in case of proposed sale of Securities			
Previous Approval No. and Date (applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer)			
DP ID and Client ID (Beneficiary ID) of the Demat account / folio no. where the securities will be credited/ debited	DP ID:		
	Client ID:		
	Folio No.		
Number of securities presently held in the above Demat Account/ Folio No.			

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Applicant)

Annexure – 3

(of RJL Code of Conduct for Prevention of Insider Trading)

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING

To
The Compliance Officer
Renaissance Jewellery Limited

1. I, _____, resident of _____, hereby declare that I am an identified insider of the Company and associated in the capacity of :
 - a. a Director/ KMP of the Company;
 - b. an Employee of the Company;
 - c. a Dependent/ Immediate Relative of a Director/ KMP of the Company;
 - d. a Designated Person under the Company's Code.

(Delete whichever is not applicable)
2. I further declare that I am not in possession of or aware of any Unpublished Price Sensitive Information [as defined in the Code] up to the time of signing this Undertaking.
3. In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in the position and I would ensure that I completely refrain from Dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.
4. I declare that I have neither contravened SEBI's Regulations nor the Code as notified by the Company from time to time.
5. I undertake to submit the necessary report within seven days of execution of the transaction or a 'Nil' report, if the transaction is not undertaken by me within the prescribed period.
6. I am aware that, I shall be liable for penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
7. I declare that I have made full and true disclosure in the matter. I am aware that based on the information furnished by me, the Compliance Officer is taking the decision about approval/ rejection and I will ensure adherence to the decision given by the Compliance Officer.

(Name and Signature of Applicant)

Date:

Annexure – 4

(of RJL Code of Conduct for Prevention of Insider Trading)

Pre-trading approval

To,

Sub.: Approval for dealing in securities of the Company

Dear Sir,

This is to inform you that your request dated _____ for dealing in _____ (numbers) shares of the Company as mentioned in your abovementioned application is approved.

Please note that the said transaction must be completed on or before _____ (date) that is within one week from today.

For **Renaissance Jewellery Ltd.**

Compliance Officer

Date:

Annexure – 5
(of RJL Code of Conduct for Prevention of Insider Trading)

DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 7 days of transaction/Dealing in Securities of the Company)

Date: _____

To
The Compliance Officer
Renaissance Jewellery Limited

For Internal Use Only
Received Date and Time
Signature

Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I / my _____

1. have not bought/sold/subscribed any Securities of the Company
2. have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name of holder	** First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

Annexure – 6
(of RJL Code of Conduct for Prevention of Insider Trading)

Application for waiver of minimum holding period

Date : _____

The Compliance Officer
Renaissance Jewellery Ltd.

Through Division / Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under 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)

Annexure – 7
(of RJI Code of Conduct for Prevention of Insider Trading)
(Initial disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors /immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:

Signature:

Place:

Designation:

Annexure – 8
(of RJL Code of Conduct for Prevention of Insider Trading)
(Continual disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/Directors /immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (eg. – Shares, Warrants, Convertible Debentures)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2		3	4	5	6		7	

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Designation:

Annexure – 9
(of RJL Code of Conduct for Prevention of Insider Trading)
(Continual disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director With contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ Others etc.)	Securities held prior to acquisition / disposal		Securities Acquired / Disposed		% of shareholding (Pre and post Transaction)		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market Purchase /public rights/ Preferential offer / off market/ Inter-se transfer)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (Shares, Warrants, Convertible Debentures)	No.	Type of security (Shares, Warrants, Convertible Debentures)	No.	Pre	Post	From	To			Buy		Sell		
												Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Designation:

Annexure – 10
(of RJL Code of Conduct for Prevention of Insider Trading)
(Continual disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Other connected persons as identified by the company mentioned in Regulation 7(3)

Name, PAN No., CIN/DIN, & address of persons, as identified by the company With contact nos.	Connecti on with company	Securities held prior to acquisition / disposal		Securities Acquired / Disposed		% of shareholding (Pre and post Transaction)		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market Purchase /public rights/ Preferential offer / off market/ Inter-se transfer)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre	Post	From	To			Buy		Sell		
1	2	3	4	5	6	7	8	9	10	11	12	Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Designation: