

# Report On Corporate Governance

In compliance with the Corporate Governance requirements as per the format prescribed by SEBI & incorporated in Clause 49 of the listing agreements with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof in respect of specific areas, as applicable, for the year ended March 31, 2012 is set out below for information of shareholders and investors of the Company.

## THE COMPANY'S GOVERNANCE PHILOSOPHY

Being an export oriented Company the International standards of Corporate Governance have been infused into the Company since its inception and being reviewed from time to time. The Company has worked with a philosophy and mission of good governance in every field. The Company believes that the Corporate Governance code will enhance the growth of benefits to all the stakeholders. The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties. In so far as compliance of Clause 49 of the Listing Agreement with the Stock Exchanges is concerned, the Company has complied in all material respects with the requirements of Corporate Governance specified in the Listing Agreement with the Stock Exchanges.

## BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders.

### Composition

The Board of Directors of the Company (hereinafter referred as Board) comprises a combination of executive and Non-Executive Directors. The Board is headed by an Executive Chairman. The composition of Board is in line with requirement of Clause 49 of the Listing agreement, which says at least half of the Board should comprise of Independent Directors, where the Chairman of the Board is an Executive Chairman. The Independent Directors do not have any pecuniary relationship or transactions with the Company, the promoters or the management, which may affect their

judgment in any manner. The Directors are eminently qualified and experienced professionals in business, finance and corporate management.

The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committees oversee operational issues. The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results.

### The Following is the composition of the Board as on March 31, 2012

Name of the Director	Business Relationship	Executive/ Non-Executive/ Independent
Niranjan Shah*	Executive Chairman	Promoter, Executive
Sumit Shah	Managing Director	Promoter, Executive
Hitesh Shah	Executive Director	Promoter, Executive
Neville Tata	Executive Director	Executive
Veer Kumar Shah	Director	Independent, Non-Executive
Vishwas Mehendale	Director	Independent, Non-Executive
Anil Chopra	Director	Independent, Non-Executive
Arun Sathe	Director	Independent, Non-Executive
<b>Composition of the Board</b>	<b>Independent 50%</b>	<b>Non-Executive 50%</b>

\* Mr. Niranjan Shah was appointed as whole time Director designated as Executive Chairman w.e.f. August 1, 2011.

Mr. Arun Sathe and Mr. Veer Kumar Shah retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The information prescribed under the Listing Agreement on Directors seeking appointment and re-appointment to be sent to the shareholders is stated in the Notice of the Annual General Meeting.

### Remuneration of Directors

Remuneration of Executive Directors is determined by the Remuneration Committee comprising only

Independent & Non-Executive Directors. The recommendations of the Remuneration Committee are considered and approved by the Board subject to the approval of the Shareholders. Non-Executive Directors do not receive any salary or commission and receive only Sitting Fees. Sitting Fees constitute fees paid to Non-Executive Directors for attending Board and Committee Meetings. At the meeting held on September 5, 2011, the Board of Directors has passed a Resolution whereby the sitting fees payable to a Director for attending any Meeting of the Board has been revised at ₹ 15,000/- per Director per meeting and that for any Committee meeting is ₹ 7,500/- per Director per meeting.

#### Details of Remuneration Paid to Directors during the F.Y. ended March 31, 2012

(₹ In Lac)

Name of Directors	Category	Sitting Fees	Salary	PF & Superannuation Fund	Total
Niranjan Shah*	Executive Chairman	0.10	12.29	0.06	12.45
Sumit Shah	Executive Director	—	12.57	0.09	12.66
Hitesh Shah	Executive Director	—	15.50	0.09	15.59
Neville Tata	Executive Director	—	21.89	0.09	21.98
Veerakumar Shah	Independent Director	1.10	—	—	1.10
Vishwas Mehendale	Independent Director	0.97	—	—	0.97
Arun Sathe	Independent Director	1.22	—	—	1.22
Anil Chopra	Independent Director	0.90	—	—	0.90

\* Mr. Niranjan Shah was appointed as whole time Director w.e.f. August 1, 2011. The Sitting Fees mentioned above pertains to the period before such appointment whereas the salary pertains to the period after such appointment.

The total amount of remuneration to Executive Directors as indicated above does not include share of gratuity as under group gratuity scheme, separate amount for each person is not ascertainable.

The Salary payable to the Managing Director and Executive Directors is reviewed by the Board of Directors annually and is based on the performance of the individual and the Company.

During the financial year under review, no Equity Shares have been offered to any of the Directors, under the Employee Stock Purchase Scheme, approved by the members at the 19<sup>th</sup> Annual General Meeting.

#### Details of Equity Shares held by the Directors as on March 31, 2012

Name of the Directors	No. of Equity Shares held	% Holding
Niranjan Shah	5214080	27.33
Sumit Shah	4171120	21.86
Hitesh Shah	1303520	6.83
Neville Tata	0	0
Veerakumar Shah	64	0.0003
Vishwas Mehendale	0	0
Anil Chopra	0	0
Arun Sathe	0	0

#### Meetings and Attendance

During the F.Y. 2011-12 five Board Meetings were held, at the registered office of the Company, as follows and the gap between any two Board Meetings did not exceed four months.

Sr. No.	Date	Board Strength	No. of Directors Present
1	30/05/2011	8	6
2	29/07/2011	8	8
3	05/09/2011	8	6
4	09/11/2011	8	6
5	30/01/2012	8	8

#### Attendance of Directors at the Board meetings and at the Twenty Second Annual General Meeting

Name of the Directors	No. of Board Meetings attended	Attendance at last AGM
Niranjan Shah	2	Yes
Sumit Shah	3	No
Hitesh Shah	5	Yes
Neville Tata	4	Yes
Veerakumar Shah	5	Yes
Vishwas Mehendale	5	Yes
Anil Chopra	5	Yes
Arun Sathe	5	Yes

**Directorships/Committee Memberships of Directors in other companies as on March 31, 2012**

Name of the Directors	No. of Directorships in other companies	No. of Committee Memberships in other companies	
		Chairman	Member
Niranjan Shah	3	Nil	Nil
Sumit Shah	3	Nil	Nil
Hitesh Shah	3	Nil	Nil
Neville Tata	0	Nil	Nil
Veerakumar Shah	1	Nil	Nil
Vishwas Mehendale	1	1	Nil
Anil Chopra	0	Nil	Nil
Arun Sathe	0	Nil	Nil

Directorship and Committee Membership/ Chairmanship in foreign companies, private limited companies and companies registered under Section 25 of the Companies Act, 1956 are excluded.

The above information includes Chairmanship/ Membership in Audit Committee and Shareholders'/ Grievances Committee of public limited companies, whether listed or not.

**Review of Compliance Report by the Board of Directors**

A Compliance Certificate confirming the due compliance with the statutory requirements is placed at the Board Meeting for the review by the Board of Directors. A system of ensuring material compliance with the laws, orders, regulations and other legal requirements concerning the business and affairs of the Company is in place. Instances of non-compliance, if any, are also separately reported to the Board.

**Code of Conduct**

At the Board Meeting held September 29, 2007, the Board of Directors has approved the Code of Conduct applicable to the Directors and the Senior Management personnel. This code was further amended at Board Meeting held on April 10, 2008. This Code of Conduct is available at Company website [www.renjewellery.com](http://www.renjewellery.com).

All the Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct. Following is the declaration to that effect signed by the Managing Director of the Company.

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

All the Directors and senior management personnel have, respectively, affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors.

**Sumit Shah**  
**Managing Director** Mumbai, July 30, 2012

**Insider trading Code**

At the Board Meeting held on September 29, 2007, the Board of Directors had approved the Code of Conduct for Prevention of Insider Trading applicable to the Directors and the Senior Management personnel. This code was further amended at Board Meeting held on January 29, 2009 to incorporate the amendments to the SEBI (Prohibition of Insider Trading) Regulations, 1992.

**COMMITTEES OF THE BOARD**

Currently, there are four Board Committees – The Audit Committee, the Remuneration Committee, the Shareholders'/Investor Grievances Committee and the ESPS Compensation Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman and the signed minutes are placed for the information of the Board. The role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided in the following paragraphs:

**AUDIT COMMITTEE**

The Audit Committee of the Board, inter alia, provides reassurance to the Board on the existence of an effective internal control environment and ensures:

- Efficiency and effectiveness of operations, both domestic and overseas;
- 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 Role of the Committee includes the following:**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.



- Recommending to the Board, the appointment, re-appointment and if required the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements before submission to the Board for approval with particular reference to:
  - Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
  - Changes if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of the audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- Reviewing with the management, quarterly financial statement before submission to the board for approval.
- Reviewing with the management the performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with the internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

- To review the functioning of the whistle blower mechanism, in case same is existing.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### Constitution & Composition

All the members of Audit Committee are non executive and independent directors. During the financial year under review Mr. V. C. Shah was the Chairman of the Audit Committee. The other members of the Audit Committee were Mr. Arun Sathe and Mr. Vishwas V. Mehendale.

Mr. G. M. Walavalkar, G. M. – Legal & Company Secretary acts as the Secretary to the Committee.

### Meetings and Attendance

During the year ended March 31, 2012, Four Audit Committee meetings were held on 30/05/2011, 29/07/2011, 09/11/2011 and 30/01/2012. The attendance of each Audit Committee member is given hereunder:

Name of the Directors	Number of Meetings attended during the year	Number of Meetings held during the year
Veerakumar Shah	4	4
Vishwas Mehendale	4	4
Arun Sathe	4	4

### Attendees

The Executive Directors, the President, the Finance Manager and the Statutory Auditors are normally invited to the Audit Committee meetings.

### REMUNERATION COMMITTEE

#### The Role of the Committee includes the following:

The Remuneration Committee recommends to the board the compensation terms of the executive directors Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors Ensuring the remuneration policy is good enough to attract, retain and motivate directors Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of our Company and the shareholders.

### Constitution & Composition

This committee was constituted to recommend to the Board the remuneration package for managerial persons. All the members of Remuneration Committee are non executive and independent directors.

During the financial year under review, Mr. Vishwas V. Mehendale was the Chairman of the Remuneration Committee. The other members of the Remuneration Committee were Mr. Anil K. Chopra and Mr. Arun Sathe.

Mr. G. M. Walavalkar, G. M. – Legal & Company Secretary acts as the Secretary to the Committee.

### Meetings and Attendance

During the year ended March 31, 2012, one Remuneration Committee meetings was held on May 30, 2011 and all the members of the Committee attended the meeting.

### THE SHAREHOLDERS'/INVESTOR GRIEVANCE COMMITTEE

The scope and function of this committee is to consider and review shareholders'/investors' grievances and complaints and to ensure that all shareholders'/investors' grievances and correspondence are attended to expeditiously and satisfactorily unless constrained by incomplete documentation and/or legal impediments.

### Constitution & Composition

All the members of Shareholders'/Investor Grievances Committee are non executive and independent directors. During the Financial Year under review, Mr. Anil K. Chopra was the Chairman of this Committee. The other members of the Committee were Mr. V. C. Shah and Mr. Arun Sathe.

Mr. G. M. Walavalkar, G. M. – Legal & Company Secretary acts as the Secretary to the Committee.

### Meetings and Attendance

During the year ended March 31, 2012, Four Shareholders'/Investor Grievances Committee meetings were held on 30/05/2011, 29/07/2011, 09/11/2011 and 30/01/2012. The attendance of each Committee member is given hereunder:

Name of the Directors	Number of Meetings attended during the year	Number of Meetings held during the year
Anil Chopra	4	4
Veer Kumar Shah	4	4
Arun Sathe	4	4

### THE ESPS COMPENSATION COMMITTEE

The scope and function of this committee is to formulate from time to time the detailed terms and conditions of offer of Equity Shares pursuant to Employee Stock Option/Purchase Schemes and to administer these schemes.

### Constitution & Composition

During the Financial Year under review, Mr. Vishwas Mehendale was the Chairman of the ESPS Compensation Committee. The other members of the Committee were Mr. Arun Sathe and Mr. Hitesh Shah.

Mr. G. M. Walavalkar, G. M. – Legal & Company Secretary acts as the Secretary to the Committee.

### Meetings and Attendance

During the year ended March 31, 2012, one meeting of the ESPS Compensation Committee was held on 20/01/2012 and all the members of the Committee attended the meeting.

### COMPLIANCE OFFICER

Mr. G. M. Walavalkar, G. M. – Legal & Company Secretary is the Compliance Officer.

### SHAREHOLDERS' COMPLAINTS

During the financial year ended March 31, 2012, the Company received 17 complaints from the shareholders, which were attended to promptly. Apart from the said complaints the Company also received certain requests/general intimations regarding change of address, request for revalidation of refund orders/Dividend warrants, requests for annual reports etc. There are no complaints/requests pending to be replied or attended to.

### GENERAL BODY MEETINGS

Details of the last three Annual General Meetings are as follows:

Day	Date	Time	Venue
Wednesday	September 7, 2011	3.30 PM	Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari Vikroli Link Road, Andheri (E), Mumbai – 400 093
Wednesday	August 25, 2010	3.30 PM	
Friday	August 28, 2009	3.30 PM	

### Special Resolutions

No Special Resolution was passed at the above mentioned Annual General Meetings.

No special resolution was passed through Postal Ballot during 2011-2012. None of the Businesses



proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

## DISCLOSURES

The Company does not have any materially significant commercial and financial transactions with any of the related parties i.e. Promoters, Directors, Relatives, Associated company or management having conflict, actual or potential, with the interest of the Company. The Company has complied with the statutory provisions, rules and regulations relating to the capital markets during the last year and the Stock Exchanges or the SEBI or any statutory authority have not imposed any penalties or strictures on the Company for the said period.

## MEANS OF COMMUNICATION

The Audit Committee, in its meeting, considers the financial results of the Company and recommends it to the Board of Directors for its approval. The financial results, as taken on record by the Board of Directors, are communicated to the Stock Exchanges, where the shares of the Company are listed, in accordance with the directives of regulatory authorities in this regard. These quarterly, half yearly and annual results are also published in widely circulated newspapers (English and one vernacular language) as per the guidelines issued from time to time.

The Company also forwards a quarterly Company Performance Update to its shareholders through electronic mode to their registered e-mail addresses.

### Communication/notices etc. through electronic mode

The Company appreciates the response and support extended by the shareholders of the Company to the "Green Initiative in Corporate Governance" initiated by the Ministry of Corporate Affairs' (MCA). The Company will send various notices/documents including General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. to its members through electronic mode to their registered e-mail addresses.

As a member of the Company, the shareholders will be entitled to get a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from them, at any time.

Please note that these documents will also be available on the Company's website [www.renjewellery.com](http://www.renjewellery.com) for download by the shareholders.

To support this green initiative of the MCA, in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses with their concerned Depository Participants, in respect of electronic holdings. Members who hold shares in physical form are requested to write to the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. or to the Company.

## MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion & Analysis Report forms a part of this Annual Report.

## CERTIFICATION BY THE MANAGING DIRECTOR AND THE V. P. (FINANCE)

Mr. Sumit Shah, Managing Director and Mr. Dilip Joshi, V. P. – Finance, have issued a Certificate to the Board, as prescribed under sub-clause V of Clause 49 of the Listing Agreement. The said Certificate was placed before the Board Meeting held on May 24, 2012, in which the Audited Accounts for the Financial Year ended March 31, 2012 were considered and approved by the Board of Directors.

## SHAREHOLDER INFORMATION

### Twenty Third Annual General Meeting Details

<b>Day</b>	Friday
<b>Date</b>	September 7, 2012
<b>Time</b>	3.30 p.m.
<b>Venue</b>	Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari - Vikroli Link Road, Andheri (E), Mumbai – 400 093

### Financial Year

Financial Year of the Company is April 1 to March 31.

### Dates of Book Closure

From : Thursday, August 30, 2012  
To : Friday, September 7, 2012  
(Both days inclusive)

### Dividend Payment Date

Dividend Payment Date: on or before October 6, 2012.

### Listing on Stock Exchanges

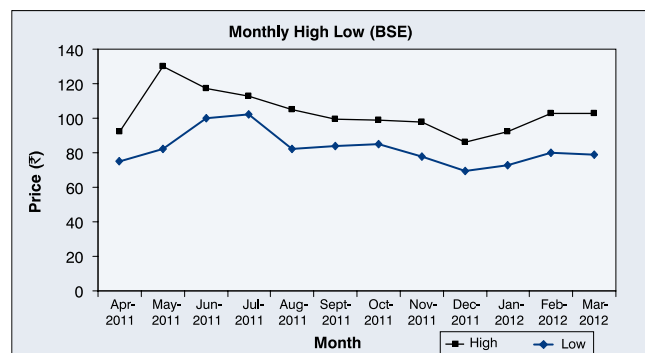
The Company's equity shares having ISIN No. INE722H01016 are listed on the following Stock Exchanges:

Name of Stock Exchanges	Script Code/Symbol
Bombay Stock Exchange Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	532923
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051	RJL

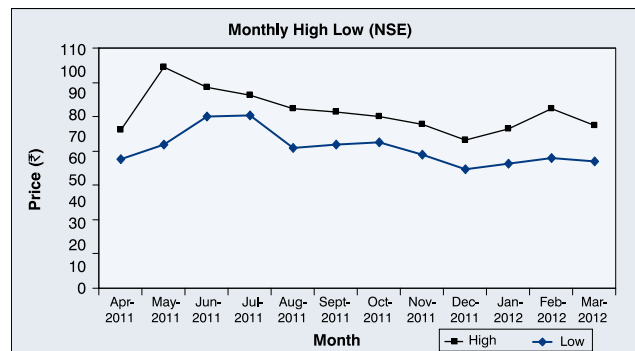
### Market Price Data

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2011	92.5	75.25	92.45	75.3
May 2011	130	82.5	129.15	83.5
June 2011	117.25	100.1	116.9	100
July 2011	113	102	112.5	101
August 2011	105	82	105	81.8
September 2011	99.45	84	102.95	83.65
October 2011	98.75	85	100	85
November 2011	98	78	95.4	78
December 2011	86.35	69.55	86.5	69.5
January 2012	92.4	72.55	93.1	72.8
February 2012	102.9	80.25	104.75	76.15
March 2012	102.65	79	94.9	74.15

### BSE Price Data



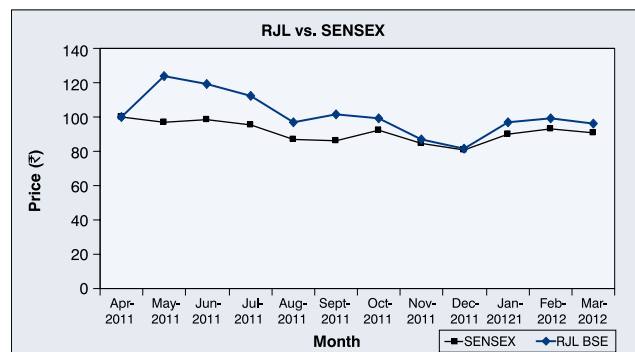
### NSE Price Data



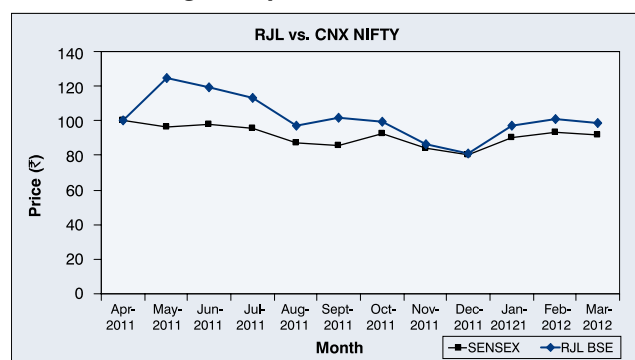
### Performance in comparison with SENSEX/S&P CNX NIFTY

The performance of the Company's shares relative to SENSEX and S&P CNX NIFTY at a common base of 100 is as follows. The period covered is April 2011 to March 2012.

#### Chart showing RJL price at BSE vs SENSEX



#### Chart showing RJL price at NSE vs CNX NIFTY



### Registrar and Transfer Agents

Name : Link Intime India Pvt. Ltd.  
 Address : C-13, Pannalal Silk Mills Compound  
 L.B.S. Marg, Bhandup (West),  
 Mumbai 400 078  
 Tel : +91-22-2594 6970  
 Fax : +91-22-2596 2691  
 e-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Share Transfer System

Shares held in the dematerialized form are electronically traded in the Depositories and the Registrar and Share Transfer Agents of the Company, viz. Link Intime India Pvt. Ltd., periodically receive from the Depository the beneficial holdings data, so as to enable them to update their records and to send all corporate communications. Physical shares received for dematerialization are processed and completed within a period of 15 days from the date of receipt, provided they are in order in every respect.

Bad deliveries are immediately returned to Depository participants under advice to the shareholders within the aforesaid period.

## Distribution of shareholding as on March 31, 2012

Shareholding of Nominal Value of ₹	No. of Shareholders	%	No of Shares	Amount in ₹	%
Up to 5000	12823	95.40	1008643	10086430	5.29
5001 to 10000	246	1.83	195374	1953740	1.02
10001 to 20000	127	0.94	185658	1856580	0.97
20001 to 30000	63	0.47	157443	1574430	0.83
30001 to 40000	34	0.25	119055	1190550	0.62
40001 to 50000	29	0.22	121973	1219730	0.64
50001 to 100000	51	0.38	350177	3501770	1.84
100001 onwards	69	0.51	16941117	169411170	88.79
Total	13442	100	19079440	190794400	100

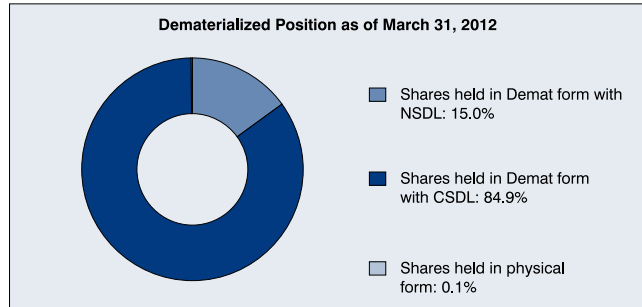
## Shareholding pattern as on March 31, 2012

Category	No. of Shares	Percentage
<b>A. Promoters' Holding</b>		
Promoters	12252986	64.22
Relatives of Directors	1712218	8.97
Corporate Bodies (Promoter Co)	80	0.00
Sub Total A	13965284	73.20
<b>B. Non Promoters' Holding</b>		
<b>Institutional Investors:</b>		
Mutual Fund	0	0.00
Insurance Companies	0	0.00
Non Nationalized Banks	70000	0.37
Foreign Inst. Investors	527083	2.76
Sub Total	597083	3.13
<b>Non Institutional Investors:</b>		
Other Bodies Corporate	445828	2.34
Clearing Member	120695	0.63
Non Resident Indians	78867	0.41
Non Resident (Non Repatriable)	3559	0.02
Public	3213456	16.84
Trusts	654668	3.43
Sub Total	4517073	23.68
Sub Total B	5114156	26.81
Grand Total	19079440	100.00

## Dematerialization of shares and liquidity

The shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the Depository Systems i.e. NSDL (National Securities Depository Limited) and CDSL (Central Depository Services (India) Limited).

Nearly 99.9% of total equity shares of the Company are held in dematerialized form with NSDL & CDSL.



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

The Company's capital comprises only of Equity shares and warrants. The Company does not have any preference shares, outstanding ADRs, GDRs, or any convertible instruments.

## Plant Locations and Address for correspondence

The information regarding office locations, and address for correspondence is given at the beginning of the Annual Report under Company Information.

## Unclaimed Dividends

Pursuant to Section 205C of the Companies Act, 1956, dividends that are unpaid/unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding dates when unpaid/unclaimed dividends are due for transfer to IEPF:

Financial Year	Date of declaration of Dividend	Due Date for transfer to IEPF
2007-2008	September 5, 2008	October 12, 2015
2008-2009	August 28, 2009	October 3, 2016
2009-2010	August 25, 2010	September 30, 2017
2010-2011	September 7, 2011	October 13, 2018

Members who have so far not encashed their dividend warrants are requested to write to the Company/Registrar to claim the same before the above mentioned due dates, to avoid transfer to IEPF.

Members are advised that no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred to the said Fund.

### Disclosure pursuant to Clause 5A of the Listing Agreement

As per Clause 5A of the Listing Agreement inserted as per SEBI notification no. SEBI/CFD/DIL/LA/1/2009/24/04 dated April 24, 2009, the details in respect of the shares, which were issued from time to time and lying in the suspense account, are as under:

Description	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares as on April 1, 2011	22	1285
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2012	3	154
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2012	1	45
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2012	21	1240

The voting rights on the shares outstanding in the suspense account as on March 31, 2012 shall remain frozen till the rightful owner of such shares claims the shares. In compliance with the said requirements, these shares will be transferred into a single folio in the name of 'Unclaimed Suspense Account' in due course.

### Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per

the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

### Electronic Clearing Service

The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories and shareholders for crediting dividends through Electronic Clearing Services (ECS) to the investors wherever ECS and bank details are available. In the absence of ECS facility, the Company is required to print the bank account details on the dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

### COMPLIANCE WITH THE MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

### EXTENT OF COMPLIANCE WITH THE NON-MANDATORY REQUIREMENTS

#### The Board

The Company does not maintain the Office of the Chairman. Certain expenses incurred by the Chairman in performance of his duties as a Director of the Company are reimbursed at actual.

#### Remuneration Committee

Remuneration Committee comprising of 3 Non-Executive Independent Directors has been constituted by the Board.

#### Shareholder Rights

The Company is publishing unqualified financial statements in the news papers. The Company also forwards a quarterly Company Performance Update to its shareholders through electronic mode to their registered e-mail addresses.

#### Audit qualifications

Since inception the Company did not have any qualifications in its financial statements, except the Auditors Observations as explained in Note 40 to the financial statements. The Company continues to



adopt best practices to ensure regime of unqualified Financial Statements.

#### **Training of Board Members**

The Company's Board of Directors comprise of professionals with expertise in their respective fields and industry. They endeavor to keep themselves updated with changes in global economy and various legislations. They attend various workshops and seminars to keep themselves abreast with the changes in business environment.

#### **Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy and the same has been communicated within the organization.

#### **CERTIFICATE ON CORPORATE GOVERNANCE COMPLIANCE**

A certificate from the Practicing Company Secretary, M/s. V. V. Chakradeo & Co., Company Secretary, Mumbai, regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is enclosed.

**For and on behalf of the Board,**

**Sumit Shah  
Managing Director**

Mumbai, July 30, 2012

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) ON FINANCIAL STATEMENTS OF THE COMPANY**

We, Sumit Shah, Managing Director and Dilip Joshi, Vice President – Finance, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2012 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - These statements present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies; and
4. That we have informed the auditors and the Audit Committee of:
  - (i) Significant changes in internal control during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**Sumit Shah**  
Managing Director

**Dilip Joshi**  
Chief Financial Officer

Mumbai, July 30, 2012

**CERTIFICATE OF PRACTICING COMPANY SECRETARY**

To  
The Members of  
Renaissance Jewellery Ltd.

We have examined the compliance of conditions of Corporate Governance by Renaissance Jewellery Ltd. ('the Company'), for the year ended on March 31 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

**For V. V. Chakradeo & Co.,**  
Company Secretary

**V. V. Chakradeo**  
COP 1705

Mumbai, July 30, 2012