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RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2017/68

July 18, 2017

To,
Mr. Amit Tandon
Deputy General Manager,
Corporation Finance Department,
Securities and Exchange Board of India,
SEBI Bhavan, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400051.

(Encl: DD)

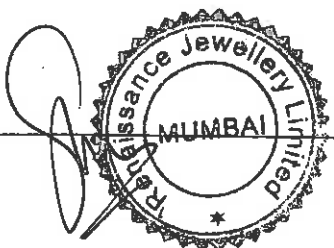
Dear Sir,

Subject: Request for an Informal Guidance by way of an interpretative letter under the Securities and Exchange Board of India (Informal Guidance) Scheme, 2003 (the "Informal Guidance Scheme") in connection with the applicability of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, with respect to merger of the 100% subsidiary and step-down subsidiary of the Renaissance Jewellery Limited.

A. BACKGROUND

1. The persons relevant to this application are as follows-

Sr. No.	Name	Description
1.	Renaissance Jewellery Limited (RJL) which is the ultimate holding company.	I. Public Limited Company incorporated on 4 th December, 1989 II. Shareholding Pattern annexed at Annexure I.
2.	N. Kumar Diamond Exports Limited (NKDEL)	I. Unlisted Public limited company was incorporated in 06 th March, 1995 II. 100% Subsidiary company of Renaissance Jewellery Limited
3.	House Full International Limited (HFIL)	I. Unlisted Public limited company was incorporated in 22 nd December, 2005. II. First Step down subsidiary of the ultimate holding company RJL, as per sec 2(87) of the Companies Act 2013. III. Shareholding Pattern annexed at Annexure II.





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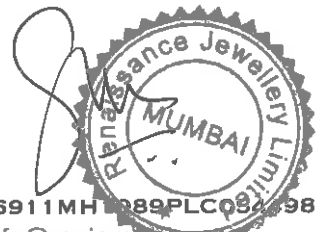
B. FACTS OF THE CASE

- Renaissance Jewellery Limited is a public limited company listed with BSE Limited and NSE Limited.
- N. Kumar Diamond Exports Limited is an unlisted public limited company.
- House Full International Limited is a subsidiary company of N. Kumar Diamond Exports Limited, wherein N. Kumar Diamond Exports Limited holds 30,000,000 equity shares of the total paid-up share capital (i.e. 55% approximately) and Renaissance Jewellery Limited holds 15,000,000 equity shares and 10,000,000 preference shares of the total paid-up share capital (i.e. 45 % approximately).
- Hence the total paid-up share capital of House Full International Limited is jointly held by N. Kumar Diamond Exports Limited and Renaissance Jewellery Limited in the ratio of 55:45 approximately.
- N. Kumar Diamond Exports Limited and House Full International Limited is desirous of merging with Renaissance Jewellery Limited.
- Pursuant to the provisions of Regulation 37* of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 a listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, under the relevant Sections of Companies Act, 2013 shall obtain an Observation Letter or a No-objection letter before filing the draft scheme of arrangement before any Court or Tribunal.
- However pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, which came into effect on 15.02.2017 regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 shall not apply to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding company
- However, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017 provides that such draft schemes shall be filed with the stock exchanges for the purpose of disclosures.

***Legal Provision annexed to this letter as Annexure III**

C. REQUEST FOR INTERPRETATIVE LETTER

In the light of the above facts and submissions, the Company requests SEBI to issue an interpretative letter confirming whether the Proposed amalgamation of N. Kumar Diamond Exports Limited and House Full International Limited with Renaissance Jewellery Limited in the manner set out above, is exempted under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.





RENAISSANCE JEWELLERY LTD.

D. REQUEST FOR CONFIDENTIALITY

The proposed Acquirer requests that this letter and its content be kept confidential for the maximum period possible.

Please find enclosed herewith the Demand Draft of **Rs. 25,000/-** (Rupees Twenty five thousand), in favour of SEBI bearing number **098422**, dated - **17 July 2017**, drawn on **Bank of India, SEEPZ, Mumbai Branch**.

We also request you to give personal hearing in this regard in order to expedite the matter.

Any request for further information may be addressed to:

Mr. G. M. Walavalkar
G.M.- Legal & Company Secretary
PLOT NO 36A & 37 SEEPZ,
ANDHERI (EAST),
MUMBAI MH 400096 IN
Tel: +91 22 4055 1200
Fax: +91 22 2829 2146 / 6693 8457

Yours Sincerely,
For Renaissance Jewellery Ltd.

G. M. Walavalkar
Company Secretary & G.M. - Legal



Encl:

- I. Shareholding pattern of RJL
- II. Shareholding pattern of HIL
- III. Legal Provision
- IV. Demand Draft of Rs. 25,000/-