



SHREE RENUKA SUGARS LIMITED

**Code of Internal Procedures and
Conduct for Regulating, Monitoring
and Reporting Trading by Insiders**

PREAMBLE

Insider trading means trading in Securities of a company by its Directors, Employees, Promoters or other Insiders based on Unpublished Price Sensitive Information. Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose securities are listed or proposed to be listed on a Stock Exchange.

This Code of Conduct for Prevention of Insider Trading (hereinafter referred to as "the Code") was adopted by the Board of Directors effective from 15th May, 2015 to replace the earlier Code of Conduct for Prevention of Insider Trading. In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended by the Board of Directors and the revised Code shall be effective from 1st April, 2019.

1. DEFINITIONS

- 1.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 1.2 "Board" means Board of Directors of the Company.
- 1.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Shree Renuka Sugars Limited as amended from time to time.
- 1.4 "Company" means Shree Renuka Sugars Limited.
- 1.5 "Compliance Officer" means any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company.

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

- 1.6 "Connected Person" means:
- (i) 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 including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,-
 - a) An immediate relative of connected persons specified in clause (i); or
 - b) A holding company or associate company or subsidiary company; or
 - c) An intermediary as specified in Section 12 of the Act 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 "Designated Employee(s)" shall include:

- a) Directors;
- b) Key Managerial Personnel;
- c) Every employee in the grade of Assistant General Managers & above;
- d) Every employee of the Company (including temporary employees, trainees) in the Finance, Accounts, Secretarial and Legal department;
- e) Secretaries / Executive Assistants / Personal Assistants of Whole-time Directors & Presidents/Vice Presidents;
- f) Chief Executive Officer of the Company, if any, by whatever designation appointed and employees upto 2 levels of the Chief Executive Officer of the Company, irrespective of their functional role in the Company or ability to access unpublished price sensitive information.
- g) Any support staff of the Company such as IT or secretarial staff who have access to unpublished price sensitive information.
- g) Such other employees of the Company and such other persons as may be determined by the Compliance Officer from time to time, on the basis of their functional role or access to unpublished price sensitive information.
- h) Such employees of the material subsidiary of the Company designated by their functional role or access to unpublished price sensitive information of the Company.

1.8 "Director" means a Director appointed to the Board of the Company.

1.9 "Effective Date" shall mean May 15, 2015, the day from which the provisions of this Code and the Regulations will come into effect

1.10 "Employee" means every employee of the Company including the Directors in the employment of the Company.

1.11 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

1.12 "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

1.13 "Insiders": means any person who is:

- a) a connected person; or
- b) in possession of or having access to unpublished price sensitive information, or
- c) any person in receipt of unpublished price sensitive information by reason of receipt of information for legitimate purpose (as per the Code of Fair Disclosure and Conduct of the Company)

1.14 "Key Managerial Personnel" means person as defined in Section 2(51) of the Companies Act, 2013.

1.15 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:

- 1.16 "Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.17 "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.
- 1.18 "Specified Persons"** means Directors, Key Managerial Personnel, Connected Persons, Insiders, Designated Employees and Promoters, collectively referred to as Specified Persons and includes their immediate relative's.
- 1.19 "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.20 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.21 "Trading day"** means a day on which the recognized stock exchanges are open for trading.
- 1.22 "Trading window"** refers to the period during which the Company's securities can be traded.
- 1.23 "Unpublished Price Sensitive Information" or "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:-
- a) Financial results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e) Changes in key managerial personnel;

Words and expressions used and not defined in this code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. ROLE OF COMPLIANCE OFFICER

- 2.1** The Company Secretary shall be the Compliance Officer and shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors on yearly basis.
- 2.2** The Compliance Officer shall maintain a record of all Designated Employees and shall make changes to such record as and when intimation of any changes is received from the HR Department.
- 2.3** He shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 2.4** In the event of any doubt on the interpretation of this Code, the Compliance Officer shall also be entitled to approach external counsel for clarifications.

3. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

3.1 All information shall be handled within the Company on a need-to-know basis and no insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or its securities to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.1.1 Need to Know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty.

3.1.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

3.1.3 Chinese Walls procedures & processes:

- a) To prevent the misuse of confidential information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/ investment or other departments providing support services, considered "public areas".
- b) The employees in the inside area shall not communicate any unpublished price sensitive information to any one in public area.
- c) The employees in inside area may be physically segregated from employees in public area.
- d) Demarcation of the various departments as inside area may be implemented by the Company.
- e) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria.

3.2 Notwithstanding anything contained in this Code / Regulations, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available

at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

- 3.3** For purposes of sub-clause (3.2), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (3.2), and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- 3.4** The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

3A. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING.

- 3A.1** The Chief Executive Officer by whatever name called, Managing Director or such other analogous person of a listed company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- 3A.2** The Internal Controls shall include
- (a) all employees who have access to unpublished price sensitive information are identified as designated employee;
 - (b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations
 - (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations
 - (d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
 - (e) all other relevant requirements specified under these regulations shall be complied with
 - (f) periodic process review to evaluate effectiveness of such internal controls.
- 3A.3** The board of directors of every listed company shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with these regulation and sub-regulations of this regulation.
- 3A.4** The Audit Committee of a listed company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 3A.5** The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

- 3A.6 The company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.
- 3A.7 If an inquiry has been initiated by the company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by listed company.

4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

All Specified Persons shall be governed by an internal code of conduct governing dealing in securities.

4.1 Trading Plan in case of persons who may be perpetually in possession of UPSI

An insider shall be entitled to formulate a trading plan for trading in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- 4.3** The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- 4.4** The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

- 4.5** Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. TRADING RESTRICTIONS

All Specified Persons shall be subject to trading restrictions as enumerated below: -

5.1 Trading Window

“Trading window” refers to the period during which the Company's securities can be traded. The period prior to declaration of unpublished price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Specified Persons will, during that period, often possess unpublished price sensitive information.

During such sensitive times, Specified Persons will have to forego the opportunity of trading in the Company's securities. The Specified Persons shall not trade 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.

5.2 Trading Window and Window Closure:

- (i) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period, provided however that this restriction shall not be applicable if the trade has been done in accordance with an approved trading plan.
- (ii) All Specified Persons shall conduct all their trading in the securities of the Company only in a valid trading window and shall not trade in the securities of the Company during the periods when the trading window is closed or during any other period as may be specified by the Company from time to time.

The trading window can be, inter alia, closed :-

- (iii) From 1st day immediately after end of the quarter or such other day as may be decided by the Compliance Officer till the end of 48 (forty-eight) hours after the financial results (quarterly, half yearly and annually) are submitted to the Stock Exchanges.
- (iv) Any other period that may be designated by the Compliance Officer in case of any Unpublished Price Sensitive Information including periods prior to meetings where the following are proposed to be considered:
 - Declaration of dividends (interim and final);
 - Changes in Capital Structure by way of public/ rights/ bonus/ preferential, etc;
 - Amalgamation, mergers, de-mergers, acquisitions, delisting, disposals, expansion of business and such other transactions;
 - Changes in Key Managerial Personnel;□
 - such other information as may be specified by the Compliance Officer from time to time;
 - such other period(s) as may be decided and notified by the Compliance Officer.

- 5.3 The Compliance Officer shall intimate the closure of trading window to all the Specified Persons when he determines that a Specified Person or class of Specified Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- 5.4 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, **however in any event it shall not be earlier than 48 hours after the information becomes generally available.**
- 5.5 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as Auditors, Accountancy firms, Law firms, Analysts, Consultants etc., assisting or advising the Company.
- 5.6 All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction, except where the restrictions on contra trade shall not be applicable where such trade is carried out in accordance with an approved trading plan or for trades pursuant to exercise of stock options. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 5.7 The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

6. PRE-CLEARANCE OF TRADES

- 6.1 Specified Persons shall conduct their trading in the securities of the Company when the trading window is open.
- 6.2 Specified Persons shall not be entitled to trade in securities without obtaining pre-clearance from the Compliance Officer, if :
- a) The number of equity shares involved in aggregate in all trading in a calendar quarter exceeds 50,000 (Fifty thousand) having face value of Re.1/- each;
or
 - b) The market value of securities involved in aggregate of such trading in a calendar quarter exceeds an amount of Rs.5,00,000/- (Rupees Five lacs), **whichever is lower.**
or
 - c) The trade is executed pursuant to and as per an approved trading plan.

However, no Specified Person shall be entitled to apply for pre-clearance of any proposed trade if such Specified Person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

6.3 Pre-trading procedure

- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Person intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Specified Person incorporating, inter alia, the following clauses, as may be applicable:
- That the employee/director/officer/insider does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - That in case the Specified Person has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - That he/she has not contravened the Code of Conduct as notified by the Company from time to time.
 - That he/she has made a full and true disclosure in the matter.
- (iii) Pre-clearance by Compliance Officer to Specified Persons shall be given in prescribed Form (**Annexure 3**).
- (iv) All Specified Persons shall execute their order in respect of securities of the Company within 7 (seven) trading days after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**).
- (v) If the order is not executed within 7 (seven) trading days after the approval is given, the Specified Person must pre-clear the transaction again.

6.4 Other Restrictions:

- (i) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (ii) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (iii) The disclosures made under this Code shall be maintained for a period of 5 (five) years.

7. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

7.1 Initial Disclosures

Every Promoter, Key Managerial Personnel and Director of the Company shall forward the details of their holdings in securities of the Company as on the Effective date, within a period of 30 (thirty) days from thereof. (**Annexure 5**).

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter. (**Annexure 6**).

7.2 Continual Disclosures

Every promoter, designated employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of 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 quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten lacs) or such other value as may be specified by SEBI from time to time. **(Annexure 7).**

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in this clause.

7.3 Disclosure by the Company to the Stock Exchange(s)

Within 2 (two) trading days of the receipt of intimation under Clause 7.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

7.4 Disclosures by other connected persons

A Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations. **(Annexure 8).**

7.5 Half yearly / Annual Disclosures

All Directors, KMP, Promoters, Designated Employees and their Immediate Relatives trading in the securities of the Company shall be required to forward following details of their Securities transactions including the holdings of Immediate Relatives to the Compliance Officer -

- Annual statement of all holdings in securities of the Company in **(Annexure 9)** as on March 31 of each year, before April 30 of that year.

7.6 Records of disclosures received by the Company

The Compliance officer shall place before the Chairman of the Audit Committee or to the Chairman of the Board of Directors, on yearly basis, all the details of the trading in securities of the Company under and the accompanying documents that such persons had executed under the aforesaid pre-clearance / trading procedure.

8. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 8.1** Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate relative). Every Designated Person(s) who violates this Code shall be subject to disciplinary action by the Company. Such disciplinary action may include salary freeze, suspension, recovery, clawback, termination of employment/engagement, ineligibility for future participation in ESOP plan, penalty and such other actions as may be deemed appropriate by the Company.

- 8.2** Any action taken pursuant to above will be independent of any action by SEBI in case of violation of Regulations. This could include civil as well as criminal prosecution against the Specified Persons and / or the Immediate Relatives, including any disgorgement of profits as SEBI may direct.

Explanation: For the purpose of this chapter, any acts, deeds, matters or things amounting to contravention / violation of Code of Conduct committed by or caused to be committed by Immediate Relatives of the Specified Person(s) shall be treated as the contravention / violation by such Specified Person(s) and hence shall be liable for disciplinary / penal action as contemplated under this Code in this chapter.

- 8.3** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 8.4** In case the Company observes that there is a violation of the Insider Trading Regulations, the company shall inform the Board promptly.
- 8.5** Designated Employees shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- a) immediate relatives
 - b) persons with whom such designated person(s) shares a material financial relationship
 - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Shree Renuka Sugars Limited,

Dear Sir,

Sub: **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, I seek approval to purchase / sale / subscription of _____ equity shares the Company as per details given below:

1.	Name of the Specified Person	
2.	Designation (if applicable)	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	Folio No. / DP ID / Client ID No.)	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock	
11.	Folio No. / DP ID / Client ID No. where the securities	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
The Compliance Officer,
Shree Renuka Sugars Limited,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * equity shares of the Company as mentioned in my application dated _____ for pre-clearance of transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : _____

* Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name:
Designation (if applicable):
Place:

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

Please note that the said transaction must be completed on or before _____ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Shree Renuka Sugars Limited

Compliance Officer

Date : _____

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Shree Renuka Sugars Limited,

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _
_____ (date).

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:

Signature :

Name :

Designation :

ANNEXURE 5

FORM A

**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: **Shree Renuka Sugars Limited**

ISIN of the company: **INE087H01022**

Details of Securities held by Promoter, Key Managerial Person nel (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: None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. *(strike off whichever is not applicable)*

Signature:
Designation:

Date:
Place:

ANNEXURE 6

FORM B

**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: **Shree Renuka Sugars Limited**

ISIN of the company: **INE087H01022**

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 at the time of becoming Promoter / appointment of Director / KMP	
			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	10

Note: None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. *(strike off whichever is not applicable)*

Signature:
Designation:

Date:
Place:

**ANNEXURE 7
FORM C**

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

Name of the company: **Shree Renuka Sugars Limited**

ISIN of the company: **INE087H01022**

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 (Promoter /KMP/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed		% of shareholding		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 etc.)	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 Transaction	Post Transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. *(strike off whichever is not applicable)*

Signature:
Designation:

Date:
Place:

ANNEXURE 8
Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other Connected Persons

Name of the company: **Shree Renuka Sugars Limited**

ISIN of the company: **INE087H01022**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition / disposal		Securities acquired / disposed		% of shareholding		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 etc.)	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 transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

Note: None of my immediate relatives hold/trade in the securities of the Company & I do not take any decisions for trading in the Company's securities for any other persons. (*strike off whichever is not applicable*)

Signature:
Designation:

Date:
Place:

ANNEXURE 9

To,
The Compliance Officer
Shree Renuka Sugars Limited

Date

Annual Statement of shareholding for self and immediate relative

I. SELF DECLARATION

Name & Designation	DP ID No.	Client ID No. / Folio No.	No. of securities held on 1st day of the Financial Year	Securities bought during the Financial year	Securities sold during the Financial year	Total securities held on last day of the Financial year

II. Immediate Relative

Immediate Relative Name	Relation	DP ID No.	Client ID No. / Folio No.	No. of securities held on 1st day of the Financial Year	Securities bought during the Financial year	Securities sold during the Financial year	Total shares held on last day of the Financial year

I declare that the dealings in securities were carried out while trading window was open and in terms of the permission from Compliance Officer.

I further declare that the securities purchased / sold as mentioned herein above by me along with my Immediate Relatives, have not been purchased / sold by entering into any opposite transaction entered during the last 6 months.

Yours truly,

Signature

Name

Designation