



# RENAISSANCE GLOBAL LIMITED

(FORMERLY RENAISSANCE JEWELLERY LIMITED)

CIN.: L36911MH1989PLC054498

REGD. OFFICE / UNIT I : PLOT NO. 36A & 37, SEEPZ, ANDHERI (E), MUMBAI 400 096.  
TEL. : 022-4055 1200 | FAX : 022-2829 2146 | WEB: [www.renaissanceglobal.com](http://www.renaissanceglobal.com)

Ref. No.: RGL/S&L/2020/101

October 1, 2020

<b>Bombay Stock Exchange Limited</b> Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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**Sub.: Proceedings of 31<sup>st</sup> AGM pursuant to Regn. 30 of SEBI (LODR) Regulation, 2015**

Dear Sir/Madam,

The 31<sup>st</sup> Annual General Meeting of the Company was held as scheduled on Wednesday, September 30, 2020 at 3:30 PM through Video Conferencing (“VC”) platform INSTAMEET.

In View of the continuing CoVID – 19 Pandemic and to ensure social distancing norms, this Annual General Meeting was held through Video Conferencing (“VC”) without the physical presence of the members of the Company, in accordance with Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (SEBI).

The Following business was carried and passed at this AGM with requisite majority through e-voting and voting at AGM:

**Ordinary Business**

1. The Audited Balance Sheet as at March 31, 2020 and Statement of Profit & Loss for the year ended as at that date along with report of Directors’ & Auditors thereon were adopted.
2. Mr. Niranjan A. Shah was re-appointed as Director liable to retire by rotation.

**Special Business**

3. Approved to accept Deposits from Public under Sections 73 and 76 of the Companies Act, 2013.
4. Approved re-classification requests received from certain members of Promoter & Promoter Group.

A copy of AGM Notice is enclosed for your records.

Thanking you,  
Yours faithfully,  
For **Renaissance Global Limited**

**G. M. Walavalkar**  
**VP – Legal & Company Secretary**  
Encl.: As Above

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF RENAISSANCE GLOBAL LIMITED WILL BE HELD ON **WEDNESDAY, SEPTEMBER 30, 2020 AT 3:30 PM** THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Niranjana A. Shah (DIN: 00036439), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS

3. **Approval to accept Deposits from Public under Sections 73 and 76 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable rules, regulations and statutory provisions for the time being in force and such other approvals, permissions and sanctions, if any, as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors (“**Board**”) to invite / accept / renew from time to time unsecured / secured deposits in the form of advances for the Company’s Jewellery Purchase Schemes, from members of the Company and the Public at large, up to permissible limits.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, including execution of documents, instruments and writings and also delegation of aforesaid authority, as the Board may in its absolute discretion deem fit, necessary and expedient for the purpose of giving effect to this resolution, without any further reference to the Members of the Company.”

4. **To approve re-classification requests received from certain members of Promoter & Promoter Group and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations’) and subject to the approval of BSE Limited, NSE Limited and/or such other approval, if any, as may be required, the consent of the members of the Company be and is hereby accorded for re-classification of following person(s) from Promoter/Promoter group category to Public category, as these person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company:

Sr. No.	Name of promoters	No. of Equity shares held	% of outstanding share capital of the Company
1	Mr. Amit C. Shah	667979	3.54
2	Mr. Bhupen C. Shah	667979	3.54
3	Mrs. Pinky D. Shah	1068766	5.66
4	Mrs. Reena K. Ahuja	160444	0.85
<b>TOTAL</b>		<b>2565168</b>	<b>13.59</b>

“**RESOLVED FURTHER THAT** Mr. Amit C. Shah, Mr. Bhupen C. Shah, Mrs. Pinky D. Shah and Mrs. Reena K. Ahuja, the members of Promoter group seeking re-classification from the existing ‘Promoter & Promoter Group Category’ to ‘Public Shareholder Category’, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.”

“**RESOLVED FURTHER THAT** after such re-classification is approved by the BSE and NSE, Mr. Amit C. Shah, Mr. Bhupen C. Shah, Mrs. Pinky D. Shah and Mrs. Reena K. Ahuja shall cease to be the Promoters/Promoter Group member of the Company.

“**RESOLVED FURTHER THAT** Mr. Hitesh Shah – Managing Director and/or the Company Secretary of the Company be and are hereby severally authorized to make application to BSE & NSE along with all the required documents, papers etc. and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary to give effect to the above resolution, for and on behalf of the Company.”

By order of the Board  
**Renaissance Global Limited**

**G. M. Walavalkar**  
**VP – Legal & Company Secretary**  
 Mumbai, June 29, 2020

## Notice (Contd...)

### NOTES

1. In view of the outbreak of CoVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 5, 2020 read together with General Circular Nos. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and the Securities and Exchange Board of India (SEBI) Vide its circular number SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020 (collectively referred to as Circulars), has allowed companies to conduct the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
2. In accordance with these circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. As a rule, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. But since this AGM is being held through VC / OAVM, the physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed with the Annual Report of the Company.
4. As this AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed with the Annual Report of the Company.
5. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
6. In terms of the provisions of Section 152 of the Act, Mr. Niranjana A. Shah, Director, retire by rotation at this AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
7. Mr. Niranjana A. Shah and Mr. Sumit N. Shah, Director, being related to Mr. Niranjana A. Shah is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to Mr. Niranjana A. Shah's re-appointment.  
  
Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
8. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], particulars of Directors seeking appointment/re-appointment are annexed with this notice.
9. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed with this notice.
12. The Register of Members and the Share Transfer Books of the Company will be closed from **Wednesday, September 23, 2020 to Wednesday, September 30, 2020** (both days inclusive) for the purpose of Annual General Meeting.
13. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP).  
  
Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd. to provide efficient and better services. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialized form for any change of bank particulars or bank mandates. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Pvt. Ltd. at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants (DP). Members holding shares in physical form can submit their PAN to the Company/ M/s. Link Intime India Pvt. Ltd.
15. Members who have not encashed their dividend warrants for the year ended March 31, 2013 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.
16. Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2012, has already been transferred to the said Fund.

## Notice (Contd...)

17. Members who would like to ask any questions on the accounts of the Company are requested to send their questions to the Registered Office of the Company at least 10 days before the Annual General Meeting, to enable the Company to answer their queries satisfactorily.
18. The MCA Circulars and SEBI Circular dated May 12, 2020 has dispensed with the printing and dispatch of annual reports to shareholders due to CoVID 19 pandemic. Accordingly Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice and Annual Report 2019-20 will also be available on the Company's website at [www.renaissanceglobal.com](http://www.renaissanceglobal.com), BSE Limited website at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited website [www.nseindia.com](http://www.nseindia.com).

Members holding shares in (Physical/Demat) who have not registered their e-mail addresses so far can get the same registered with the Registrar and Share Transfer Agent, Link Intime India Private Limited as under for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.

19. 1. (i) **For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) **For Permanent Registration for Demat shareholders:** It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(iii) **Registration of email id for shareholders holding physical shares:** The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the Email / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@renaissanceglobal.com](mailto:investors@renaissanceglobal.com)

21. **INSTRUCTIONS FOR REMOTE E-VOTING**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating e-voting to enable the members to cast their votes electronically.

The business of this Annual General Meeting may be transacted through e-voting as per details given below:

- 1) Date and time of commencement of e-voting: **Saturday, September 26, 2020 at 9.00 a.m.**
- 2) Date and time of end of e-voting, beyond which voting will not be allowed: **Tuesday, September 29, 2020 at 5.00 p.m.**

**The e-voting module shall be disabled for voting, thereafter.**

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 18, 2020** may cast their vote electronically,

## Notice (Contd...)

- 3) Details of Website for e-voting: <https://instavote.linkintime.co.in>.
- 4) Details of Scrutinizer: Mr. V. V. Chakradeo, Practicing Company Secretary. (COP No. 1705), E-mail: [vvchakra@gmail.com](mailto:vvchakra@gmail.com). The Company has appointed Mr. V. V. Chakradeo, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 5) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.**
- 6) In case Members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call on +91 (022) 4918 2505/4918 6000.
- 7) The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
- 8) Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Friday, September 18, 2020, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- 9) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
- 10) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.renaissanceglobal.com](http://www.renaissanceglobal.com) and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).
- 11) **The instructions for Members for e-voting are as follows:**
  - I. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under: -

    - Click on 'Sign Up' under 'SHARE HOLDER' tab and register with your following details: -
      - A. User ID: Enter your User ID
        - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
        - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
        - Members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
      - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
      - C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
      - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
        - Members holding shares in CDSL demat account shall provide either 'C' or 'D', above.
        - Members holding shares in NSDL demat account shall provide 'D', above.
        - Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
        - Set the password of your choice
        - (The password should contain minimum 8 characters, at least one Special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
        - Click 'confirm' (Your password is now generated).



## Notice (Contd...)

- II. Click on 'Login' under 'SHARE HOLDER' tab.
- III. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- IV. After successful login, you will be able to see the notification for e-voting. Select 'View' icon for 'Renaissance Global Limited/ Event number "200226"'.
  - V. E-voting page will appear.
  - VI. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  - VII. After selecting the desired option i.e. 'Favour/ Against', click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
  - VIII. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/ Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.

### If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case member is having valid email address, Password will be sent to his/her registered e-mail address.
- Member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

## 22. PROCEDURE FOR ATTENDING THE THIRTY-FIRST AGM THROUGH VC / OAVM:

The Company is pleased to provide its members, the facility to attend the 31<sup>st</sup> Annual General Meeting **THROUGH VC / OAVM**. For this purpose, the Company has availed the INSTAMEET and INSTAVOTE services of M/s Link Intime India Private Limited for facilitating its members to participate at the AGM and cast their votes electronically.

Facility for joining the Annual General Meeting through VC/OAVM shall open 30 (Thirty) minutes before the time scheduled for the Annual General Meeting. The login window for joining AGM shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to join the meeting without restrictions of first come- first serve basis.

Members will be able to attend the AGM through VC / OAVM by following the procedure given below:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details: -
  - a. Demat Account No. or Folio No.: Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - b. PAN: Enter your 10-digit Permanent Account Number.
  - c. Mobile No.:
  - d. Email ID:
2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time.

The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

## Notice (Contd...)

### Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@renaissanceglobal.com](mailto:investors@renaissanceglobal.com), atleast 48 hours prior to the date of AGM.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
4. Please remember your 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
  2. Enter Demat Account No./Folio No. and OTP(received on the registered mobile number/registered Email ID) received during registration for InstaMeet and click on 'Submit'.
  3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.
  4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
  5. After selecting the appropriate option i.e. 'Favour/ Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed.  
  
If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
  6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.
23. Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 3.30 p.m. (IST) till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
  24. Shareholders are encouraged to join the AGM through Tablets/Laptops connected through broadband for better experience.
  25. Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.
  26. Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.
  27. In case shareholders have any queries regarding e-voting, they can address them to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.
  28. The shareholders can also access the Annual Report 2019-20 circulated to the Members of the Company and other information about the Company on Company's website i.e. [www.renaissanceglobal.com](http://www.renaissanceglobal.com) or on Stock Exchange websites i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

By order of the Board

**Renaissance Global Limited**

**G. M. Walavalkar**

**VP – Legal & Company Secretary**

Mumbai, June 29, 2020

## Notice (Contd...)

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. : 3

Your Company (RGL) has grown its business over a period of more than 30 years since its incorporation and has earned all-round goodwill of its customers, suppliers and other stakeholders. Geographies RGL sells to now include CANADA, UNITED KINGDOM, GERMANY, UNITED STATES OF AMERICA, UAE, AUSTRALIA ETC.

Under the Companies Act, 2013 and Rules made thereunder ('Deposit Rules') the scope of the term "deposit" has been enlarged and therefore a view has been taken that the jewellery purchase schemes offered by the Company to its customers will be treated as deposits. Though acceptance of 'advances' against goods (up to 365 days) and property are excluded from the definition of an 'advance', the explanation to the definition of 'deposit' under the Deposit Rules, provides that any amount (a) received by the company, whether in the form of installments or otherwise, from a person with promise or offer to give returns, in cash or in kind, on completion of the period specified in the promise or offer, or earlier, accounted for in any manner whatsoever, or (b) any additional contribution, over and above the amount under item (a) above, made by the company as part of such promise or offer, shall be treated as a deposit. Due to this explanation under the definition of 'Deposit', the Company's Jewellery purchase schemes are deemed to be deposits and have to comply with Chapter V of the Act and the Deposit Rules.

The Company is willing to launch jewellery purchase schemes for the benefit of its customers, to facilitate them to purchase jewellery by making advance payments through installments with discount benefit on maturity of schemes. However, for this the Company needs to comply with the terms and conditions as prescribed under the Act and the Rules. Section 73 and 76 of the Act read with relevant Rules prescribes that a public company having a net worth of not less than Rupees One Hundred Crores or a turnover of not less than Rupees Five Hundred Crores, subject to the consent of the company in general meeting by means of a special resolution and compliance with other requirements, as prescribed under the Act and the Rules, accept or renew any deposits from its members and the public, subject to the prescribed limits.

The Company being a public company and having requisite net worth/turnover is willing to invite/accept/renew deposits from its Members and the Public, upto permissible limits, under the jewellery purchase schemes, subject to the approval of Members through Special Resolution and compliance with other requirements of the Act and the Rules in this matter. Hence, the Board recommends the resolution for your approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

The Board recommends the Special Resolutions set out at Item No. 3 of the Notice for approval by the members.

#### Item No. : 4

Your Company had received applications from below mentioned members of promoter/promoter group of the Company, seeking their reclassification from the "promoter and Promoter Group" category to the "Public" category in the shareholding pattern of the Company:

Sr. No.	Name of promoters	No. of Equity shares held	% of outstanding share capital of the Company
1	Mr. Amit C. Shah	667979	3.54
2	Mr. Bhupen C. Shah	667979	3.54
3	Mrs. Pinky D. Shah	1068766	5.66
4	Mrs. Reena K. Ahuja	160444	0.85
<b>TOTAL</b>		<b>2565168</b>	<b>13.59</b>

All the aforesaid members of promoter group are financially independent and are not engaged in the day to day management of the Company, never had directorship or key managerial position in the Company also do not have any right either to appoint any Director of the Company or to control the management or policy decisions of the Company in any manner whatsoever.

Pursuant to Regulation 31A (3) (b) of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid person(s) seeking re-classification have confirmed that:

- (i) They do not hold more than ten percent of the total voting rights in the Company;
- (ii) They do not exercise control over the affairs of the Company whether directly or indirectly;



## Notice (Contd...)

- (iii) they do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) They do not represent on the Board of Directors (including not having a nominee director) of the Company;
- (v) They are not acting as a Key Managerial Person in the Company;
- (vi) They are not 'willful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) They are not a fugitive economic offender.

In accordance with Regulation 31A (4) of the Listing Regulations all four applicants had also confirmed that post such re-classification from "Promoter & Promoter Group Category" to "Public Shareholder Category, at all times they shall continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Regulation 31A(3)(b) of Listing Regulations and shall also comply with conditions mentioned at Sub- clause (iv) and (v) of Regulation 31A(3)(b) of Listing Regulations for a period of not less than three years from the date of such reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group, as applicable.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding of your Company as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

The shareholding pattern of the Company before and after the proposed reclassification is furnished below:

Before proposed reclassification			After proposed reclassification		
Category	No. of Shares	% of share capital	Category	No. of Shares	% of share capital
Promoter	13922600	73.74	Promoter	11357432	60.16
Public	4760464	25.22	Public	7325632	38.80
Non Promoter- Non Public	196376	1.04	Non Promoter- Non Public	196376	1.04
<b>Total</b>	<b>18879440</b>	<b>100.00</b>	<b>Total</b>	<b>18879440</b>	<b>100.00</b>

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') provides a mechanism regarding re-classification from "Promoter & Promoter Group" category to "Public" category which will be subject to approval of Members of the Company at this Annual General Meeting and also subject to the approval of the Stock Exchanges.

Based on the letters received from the above Promoters/Promoter group Person(s) and on satisfaction of the conditions of Regulation 31A (3)(b) (i) to (vii) and compliance of sub-regulation (4) of SEBI (LODR) (Sixth Amendment) Regulations, 2018 the Board of Directors at their meeting held on June 29, 2020 considered and approved the applications for reclassification of Mr. Amit C. Shah, Mr. Bhupen C. Shah, Mrs. Pinky D. Shah and Mrs. Reena K. Ahuja from Promoter/Promoter group category to Public category and recommends the Ordinary Resolution at Item no. 4 of the accompanying Notice of 31<sup>st</sup> Annual General Meeting of the Company, for approval of the members of the Company.

Except Mr. Sumit N. Shah being relative of Mrs. Reena K. Ahuja none of your Directors or key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Ordinary resolution.

By order of the Board  
**Renaissance Global Limited**

**G. M. Walavalkar**  
**VP – Legal & Company Secretary**  
 Mumbai, June 29, 2020

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

(As required to be furnished under Regulations 36(3) of SEBI (LODR) Regulations 2015)

<b>Name of Director</b>	<b>Mr. Niranjan A. Shah</b>
<b>Date of Birth</b>	18/01/1947
<b>Date of Appointment</b>	01/01/2003
<b>Qualifications</b>	SSC
<b>Expertise in specific functional area</b>	He has over 45 years of experience in the Gems and Jewellery industry having an exposure to the entire range of activities.
<b>Directorships held in other Public companies (excluding Section 8 companies)</b>	-
<b>Memberships / Chairmanships of committees of other Public Limited companies</b> <i>(includes only Audit Committee and Shareholders Relationship Committee)</i>	-
<b>Number of Equity shares held in the Company</b>	641409 (3.40%) as of March 31, 2020