



RENAISSANCE GLOBAL LTD.

(FORMERLY RENAISSANCE JEWELLERY LTD.)

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

Ref. No.: RGL/S&L/2019/111

August 8, 2019

Bombay Stock Exchange Limited Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
--	---

Sub.: Proceedings of 30th AGM pursuant to Regn. 30 of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

The 30th Annual General Meeting of the Company was held as scheduled on Wednesday, August 07, 2019 at 3:30 PM at Senate Hall, Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Near Akruti Center Point, Chakala Industrial Area, Andheri East, Mumbai – 400093 and the following business was carried and passed with requisite majority through e-voting and ballot process:

Ordinary Business

1. The Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended as at that date along with report of Directors' & Auditors thereon were adopted.
2. Mr. Sumit N. Shah was re-appointed as Director liable to retire by rotation.

Special Business

3. Mr. Veerkumar C. Shah was reappointed as a Non-Executive Independent Director of the Company
4. Mr. Vishwas V. Mehendale was reappointed as a Non-Executive Independent Director of the Company
5. Mr. Anil Kumar Chopra was reappointed as a Non-Executive Independent Director of the Company
6. Mr. Arun P. Sathe reappointed as a Non-Executive Independent Director of the Company
7. Mrs. Madhavi S. Pethe was reappointed as a Non-Executive Independent Director of the Company

A copy of AGM Notice is enclosed for your records.

Thanking you,
Yours faithfully,
For **Renaissance Global Ltd.**

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

Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF RENAISSANCE GLOBAL LTD. WILL BE HELD ON **WEDNESDAY, AUGUST 07, 2019 AT 3:30 PM AT** SENATE HALL, GOLDFINCH HOTEL, PLOT NO.34/21, CENTRAL ROAD, MIDC, NEAR AKRUTI CENTER POINT, CHAKALA INDUSTRIAL AREA, ANDHERI EAST, MUMBAI - 400093. 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, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sumit N. Shah (DIN: 00036387), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment and Continuation of Directorship of Mr. Veerkumar Chhotalal Shah (DIN: 00129379) as a Non-Executive - Independent Director of the Company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Veerkumar Chhotalal Shah (DIN: 00129379) as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, to hold the office from the conclusion of ensuing 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to Mr. Veerkumar Chhotalal Shah (DIN: 00129379) to continue to hold office of Independent Director under this tenure which will end on conclusion of the 35th Annual General Meeting of the Company, notwithstanding that he will attain the age of 75 years on May 01, 2020."

"RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

4. Re-appointment of Mr. Vishwas Vasudev Mehendale (DIN:00094468) as a Non-Executive - Independent Director of the Company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vishwas Vasudev Mehendale (DIN:00094468) as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, to hold the office from the conclusion of ensuing 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024."

"RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. Re-appointment of Mr. Anil Kumar Chopra (DIN:01417814) as a Non-Executive - Independent Director of the Company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 17 and 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anil Kumar Chopra (DIN:01417814), who is above the age of seventy five (75) years, as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, to hold the office from the conclusion of ensuing 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. Re-appointment of Mr. Arun Purshottam Sathe (DIN: 03092215) as a Non-Executive - Independent Director of the Company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 17 and 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Arun Purshottam Sathe (DIN: 03092215), who is above the age of seventy five (75) years, as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, to hold the office from the conclusion of ensuing 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. Re-appointment of Mrs. Madhavi Sanjeev Pethe (DIN:05210916) as a Non-Executive - Independent Director of the Company:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mrs. Madhavi Sanjeev Pethe (DIN:05210916) as a Non-Executive - Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, to hold the office from the conclusion of ensuing 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
Renaissance Global Limited

G. M. Walavalkar
VP – Legal & Company Secretary
Mumbai, May 28, 2019

Notice

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her and the proxy need not be a Member of the Company.

Proxy Form, in order to be effective, must be received at the Company's Registered Office not less than FORTY-EIGHT HOURS before the commencement of the meeting. As per Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

2. 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.
3. 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.
4. The Register of Members and the Share Transfer Books of the Company will be closed from **Wednesday, July 31, 2019 to Wednesday, August 07, 2019** (both days inclusive) for the purpose of Annual General Meeting.
5. 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.

6. 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.
7. 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.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013, read with relevant rules made there under, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository. In compliance with the said provisions of Companies Act, 2013 and to support the "GO GREEN" initiative of the Ministry of Corporate Affairs, Notice convening the Annual General Meeting, Financial Statements, Directors' Report and Auditors' Report etc. for the year ended March 31, 2019, has been sent in electronic form to the email address provided by you and made available to us by the Depositories.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically. As a measure of economy & environment protection, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report of the Company at the venue of this meeting. Physical copies of the Annual Report will be made available to any member of the Company, on request.

9. The Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.

10. 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 30th Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) 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:

- (a) Date and time of commencement of e-voting: **Saturday, August 03, 2019 at 9.00 a.m.**

- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Tuesday, August 06, 2019 at 5.00 p.m.**

The e-voting module shall be disabled by CDSL 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, July 26, 2019** may cast their vote electronically, irrespective of mode of receipt of AGM notice by the shareholder.

- (c) Details of Website for e-voting: www.evotingindia.com.
- (d) Details of Scrutinizer: Mr. V. V. Chakradeo, Practicing Company Secretary. (COP No. 1705), E-mail: vvchakra@gmail.com.
- (e) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.**

The instructions for Members for e-voting are as follows:

(Applicable in all cases whether AGM NOTICE is received by e-mail or in physical form)

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your **User ID** as under:
- For CDSL: enter 16 digits beneficiary ID,
 - For NSDL: enter 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed on the screen and Click on Login.
- (v) Now enter your **password** as under:
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company in the past, then your existing password is to be used.
 - If you are a first time user, then follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) – Members who have not updated their PAN with the Company/ DP are requested to enter in the PAN field the sequence number which is indicated in the Attendance Slip under Electronic Voting Particulars.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth, in dd/mm/yyyy format, as recorded in your demat account or in the company records, in order to login. – If both the details are not recorded with the DP or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly to the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company(s) on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, these details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for "**Renaissance Global Ltd.**" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Notice

(xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or Call 1800225533.

11. In terms of Regulation 44 of the SEBI (LODR) Regulations, 2015, to enable the members, who do not have access to e-voting facility; a Ballot Form is attached with this Annual Report. Members desiring to exercise vote by the Ballot Form, are requested to carefully read the instructions printed in the Ballot Form and to complete the said Form with assent (for) or dissent (against) in respect of resolution(s) listed in this Form and then send it to Mr. V. V. Chakradeo, Scrutinizer, C/o Link Intime India Private Limited, Unit: Renaissance Global Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083, Tel. No.: 022- 49186000, Fax No.: 022- 49186060, E-mail: rnt.helpdesk@linkintime.co.in, so as to reach him on or before **5.00 p.m. on Tuesday, August 06, 2019**. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Members, who have not voted electronically or sent ballot form, will be permitted to deposit the filled in Ballot Forms, physically at the Annual General Meeting to enable them to exercise their vote.
12. Members can request for a Ballot Form at Link Intime India Private Limited, Unit: Renaissance Global Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083 or they may also address their request through e-mail to: rnt.helpdesk@linkintime.co.in. Contact No.:022-49186000. In case of voting by physical ballot, the institutional members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before **5.00 p.m. on Tuesday, August 06, 2019**.
13. Members have option to vote either through e-voting or through physical Ballot Form. Members can opt for only one mode of voting. If Members opt for e-voting then he/she/it shall not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by e-voting and Physical Ballot, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
14. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity capital of the Company.
15. The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website www.renaissanceglobal.com within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
16. The shareholders can also access the Annual Report 2018-19 of the Company circulated to the Members of the Company and other information about the Company on Company's website i.e. www.renaissanceglobal.com or on Stock Exchange websites i.e. www.bseindia.com and www.nseindia.com.

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

G. M. Walavalkar
VP – Legal & Company Secretary
Mumbai, May 28, 2019

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 - 7

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, members' at their 25th Annual General Meeting held on September 12, 2014 had appointed Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe as Independent Directors on the Board of the Company, for a period of 5 (five) consecutive years.

The Members may note that pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five (5) consecutive years on the board of a company, but shall be eligible for re-appointment for a further term of up to five (5) consecutive years on passing of a special resolution by the company and pursuant to section 149(11) of the Act, an independent director may hold office for up to two consecutive terms only.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe hold office as Independent Directors of the Company up to the conclusion / date of the this Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2019. ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on May 28, 2019, has unanimously recommended to the Board, the re-appointment of Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe as Independent Directors for a further term of 5 (five) consecutive years to hold the office up to conclusion of the 35th Annual General Meeting.

The NRC, while recommending the re-appointment of Independent Directors, considered various factors viz., the number of board, committee and general meetings attended by the Independent Directors; their physical fitness & mental alertness; knowledge & experience in their respective fields; their specific skills helping the Board and the Company in attaining its objectives; their participation in the Board/Committee deliberations; performance evaluation of each of the directors being re-appointed; time devoted by them; their specialised skills and expertise and their independent judgement in the opinion of the entire Board.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, the Board of Directors, at its meeting held on May 28, 2019, has unanimously decided to propose to the members of the Company the re-appointment of Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe as Independent Directors for a further term of 5 (five) consecutive years to hold the office from the conclusion of the 30th Annual General Meeting up to conclusion of the 35th Annual General Meeting to be held for the Financial Year ended March 31, 2024.

The Board's decision as above was notwithstanding the fact that Mr. Arun P. Sathe and Mr. Anil K. Chopra are above the age of seventy five (75) years; and Mr. Veerkumar C. Shah shall attain the age of seventy five (75) years during his further term as Non-Executive Independent Directors of the Company. They have been actively contributing towards the decision making, adding values to the growth of the Company. All of them are physically fit to deliver their professional commitment.

Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe – the Independent Directors are experts in their respective fields and their experience and valuable guidance certainly adds value in decision making process of the Company. They bring independent judgement on the Board of the Company and their continued association with the Company will be valuable and positive. With their expertise, skills and knowledge they articulate and provides their valuable guidance and inputs in all business matters of the Company.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe for the office of Independent Directors of the Company.

Notice

Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe have given declaration that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, all the Independent Directors as stated herein, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made there under read with Schedule IV to the Act and Regulation 25(8) of the Listing Regulations. Members may also note that all the aforesaid Independent Directors are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 3, 4, 5, 6, and 7 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment to be issued to the above Independent Directors setting out the terms and conditions would be available for inspection by the members at the registered office of the Company.

Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe are interested in the resolutions set out respectively at Item Nos. 3, 4, 5, 6, and 7 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Anil K. Chopra, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolutions set out at Item Nos 3, 4, 5, 6, and 7 of the Notice for approval by the members.

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

G. M. Walavalkar
VP – Legal & Company Secretary
Mumbai, May 28, 2019

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

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

Particulars	Mr. Sumit Shah	Mr. Veerkumar Chhotala Shah	Mr. Vishwas Vasudev Mehendale	Mr. Anil Kumar Chopra	Mr. Arun Purshottam Sathe	Mrs. Madhavi Sanjeev Pethe
Date of Birth	26/01/1974	01/05/1945	17/09/1957	12/07/1943	14/10/1939	15/12/1963
Date of Appointment	01/02/2006	01/02/2006	03/04/2007	03/04/2007	27/05/2010	07/08/2014
Qualifications	B.sc (Bentley College, Boston)	B.Com. & CA	B.Com., LL.B. & CA	B.sc (Hon.), PGDM(IIM)	M.Com., LL.B.	M.Com. Phd. In HRD
Expertise in specific functional area	He has experience over 20 years in the gems and jewellery business. He started his career with our Company as a Director in the year 1995. He is the Vice Chairman of Renaissance Global Limited and he is responsible for strategic planning, business promotion, technology transfer / up-gradation and monitoring long-term plans of the Company.	He is a practicing Chartered Accountant having vast experience relating to accountancy, finance, taxation and auditing. He is the proprietor of V. C. Shah & Co., Chartered Accountants, Mumbai.	He is a practicing Chartered Accountant having vast experience. He is the proprietor of V. V. Mehendale & Co., Chartered Accountants, Mumbai.	He has 40 years experience in marketing of durables & non-durables, commercial operations & management of business ethics.	He is one of the leading practicing Lawyers in Tax Tribunal, in the High court, Supreme Court, mainly in Income Tax, Election Law and constitutional Matters. He is a member of the Governing Council of Maharashtra Chamber of Commerce, Member of Finance & Taxation Committee of the Chamber and FICCI and on their expert panel for Tax Laws. He is the Vice President of ITAI Bar Association. He is Ex-Part-time Member of SEBI appointed under Section 4 (1) (d) of the SEBI Act, 1992. He is also connected with various other social organizations.	Educationist and Ex-Principal of M.L.Dahanukar College of Commerce, she has also done her Ph.D. in Human Resource Development
Directorships held in other Public companies (excluding Section 8 companies)		Kotak Chemicals Ltd.		-	-	-
Memberships / Chairmanships of committees of other Public Limited companies (includes only Audit Committee and Shareholders Relationship Committee)	-			-	-	-
Number of Equity shares held in the Company	4128037	64	-	-	-	-