



RENAISSANCE GLOBAL 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

Ref. No.: RGL/S&L/2022/157

August 04, 2022

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
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Sub.: Proceedings of 33rd AGM pursuant to Regn. 30 of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

This is to inform you that the 33rd Annual General Meeting of the Company was held as scheduled on Thursday, August 04, 2022 at 3:30 PM through Video Conferencing (“VC”) platform “INSTAMEET”.

In accordance with Circulars issued by the MCA and the SEBI in view of the continuing CoVID – 19 Pandemic, this Annual General Meeting was held through Video Conferencing (“VC”) without the physical presence of the members of the Company.

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

Ordinary Business

1. The Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon were adopted.
2. The Interim Dividend of 55% i.e ₹ 5.50/- per Equity Share paid during the financial year 2021-22 was confirmed and the Final Dividend of 30% i.e. ₹ 3.00/- per Equity Share pre subdivision /split was declared for the financial year ended March 31, 2022.
3. Mr. Sumit Shah (DIN:0036387, was re-appointed as Director liable to retire by rotation.

Special Business:

4. Appointment of Mr. Darshil Shah (DIN: 08030313) – Additional Director, as a Whole Time Director, designated as Executive Director of the Company was approved.
5. Re-appointment of Mr. Hitesh M. Shah as Managing Director of the Company was approved.
6. Re-appointment of Mr. Neville R. Tata as Whole Time Director of Company was approved.
7. Remuneration of Mr. Niranjan Shah as the Chairman Emeritus was approved

A copy of AGM Notice is enclosed herewith for your records.

Request you take the same on record.

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

CS Vishal Dhokar
Company Secretary & Compliance Officer

Encl.: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF RENAISSANCE GLOBAL LIMITED WILL BE HELD ON **THURSDAY, AUGUST 04, 2022 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, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm and approve Interim Dividend of 55% i.e ₹ 5.50/- per Equity Share paid during the financial year 2021-22 and to declare a Final Dividend of 30% i.e. ₹ 3.00/- per Equity Share pre subdivision /split for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Sumit Shah (DIN:0036387), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve the appointment of Mr. Darshil Shah (DIN: 08030313) – Additional Director, as a Whole Time Director, designated as Executive Director of the Company and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152, 161 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded to the appointment of Mr. Darshil Shah (DIN: 08030313) as a Whole Time Director, designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from December 14, 2021 up to December 13, 2026, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with the authority to the Board of Directors to grant increments and to alter and vary from time to time, terms and conditions of the said remuneration within the range stated therein and in such manner as may be agreed to between the Board of Directors and Mr. Darshil Shah, provided however, the same shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT where in any financial year during term of office of Mr. Darshil Shah as Executive Director, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Darshil Shah the remuneration by way of salary and perquisites as may be agreed to by the Board of Directors and Mr. Darshil Shah, not exceeding the limits laid down in Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

5. To re-appoint Mr. Hitesh M. Shah as Managing Director and to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded for the reappointment of Mr. Hitesh M. Shah (DIN 00036338) as Managing Director of the Company for a period of 5 years with effect from April 1, 2022 up to March 31, 2027, not liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with the authority to the Board of Directors to grant increments and to alter and vary from time to time, terms and conditions of the said remuneration within the range stated therein and in such manner as may be agreed to between the Board of Directors and Mr. Hitesh Shah, provided however, the same shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT where in any financial year during term of office of Mr. Hitesh M. Shah as Managing Director, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Hitesh Shah the remuneration by way of salary and perquisites as may be agreed to by the Board of Directors and Mr. Hitesh Shah, not exceeding the limits laid down in Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

Notice (Contd...)

6. To re-appoint Mr. Neville Tata as Whole Time Director and to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Company, be and is hereby accorded to the re-appointment of Mr. Neville Tata (DIN: 00036648) as a Whole-time Director, designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from February 01, 2022 up to January 31, 2027, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with the authority to the Board of Directors to grant increments and to alter and vary from time to time, terms and conditions of the said remuneration within the range stated therein and in such manner as may be agreed to between the Board of Directors and Mr. Neville Tata, provided however, the same shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT where in any financial year during term of office of Mr. Neville Tata as Executive Director, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Neville Tata the remuneration by way of salary and perquisites as may be agreed to by the Board of Directors and Mr. Neville Tata, not exceeding the limits laid down in Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

7. To approve the remuneration of Mr. Niranjn Shah as the Chairman Emeritus and to consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rule 15 of the Companies (Meeting of Board and Its Powers) Rules 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 23 of the SEBI (listing Obligations and Disclosure Requirements) Regulations 2015 and on the recommendation made by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded to pay remuneration in the range of ₹ 3,00,000/- to ₹ 15,00,000/- per month along with all facilities / benefits to Mr. Niranjn Shah as the ‘Chairman Emeritus’, who is a relative of Sumit Shah (a related party holding office or place of profit under section 188(1)(f) of the companies Act, 2013) for life time of Mr. Niranjn Shah commencing from April 01, 2022 on such terms and conditions set out in Chairman Emeritus Agreement dated December 14, 2021 entered into between the Company and Mr. Niranjn Shah and with authority to the Board of Directors to increase/ alter/ vary from time to time the said remuneration within the range stated in the resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

By order of the Board

Renaissance Global Limited

G. M. Walavalkar

VP – Legal & Company Secretary

Mumbai, May 30, 2022

Notice (Contd...)

NOTES

1. In view of the continuing outbreak of Covid-19 Pandemic and restrictions imposed on movement of people, this year also the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 02/2021 dated May 05, 2022 read together with General Circular No. 01/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2021, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 4/2020 dated April 8, 2020 and the Securities and Exchange Board of India (SEBI) Vide its circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read together with circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, 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 33rd 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. Sumit 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. Sumit Shah is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to his re-appointment and item no. 7 with regards to payment of remuneration to his father Mr. Niranjana Shah, Chairman Emeritus.

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. 3 and 7 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. The Board of Directors at its meeting held on February 07, 2022, had declared interim dividend of 55% i.e. ₹ 5.50/- per equity share of ₹ 10/- each. The said Interim dividend was paid on February 25, 2022. After considering the distributable profit of the Company for financial year 2021-22, the Board of Directors recommends a final dividend of 30% i.e ₹ 3.00/- per equity share of ₹ 10/- each in addition to the interim dividend. Consequently, the total dividend for the financial year ending March 31, 2022 amounts to ₹ 8.50/- per share i.e 85%.
10. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
11. 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.
12. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, July 28, 2022 to Thursday, August 04, 2022** (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.

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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, 2014 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, 2013, has already been transferred to the said Fund.
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 Circular and SEBI Circular dated May 05, 2022 and May 13, 2022 respectively has dispensed with the printing and dispatch of annual reports to shareholders due to Covid19 pandemic. Accordingly Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice and Annual Report 2021-22 will also be available on the Company's website at www.renaissanceglobal.com, BSE Limited website at www.bseindia.com and National Stock Exchange of India Limited website www.nseindia.com.

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.

19. 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

20. 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 33rd 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: **Sunday, July 31, 2022 at 9.00 a.m.**
- 2) Date and time of end of e-voting, beyond which voting will not be allowed: **Wednesday, August 03, 2022 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 **Thursday , July 28, 2022** may cast their vote electronically,

- 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. 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.

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- 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 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. July 28, 2022 may obtain the login ID and password by sending a request to 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 two working days 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 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:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	<ul style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

Notice (Contd...)

Type of shareholders	Login Method
	<ul style="list-style-type: none"> ▶ 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). 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon for 'Renaissance Global Limited/ Event number 220206. 5. E-voting page will appear. 6. 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). 7. 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.

Institutional shareholders:

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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders 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 or contact on: - Tel: 022 –4918 6000.

21. PROCEDURE FOR ATTENDING THE THIRTY-THIRD AGM THROUGH VC / OAVM:

The Company is pleased to provide its members, the facility to attend the 33rd 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: <https://instameet.linkintime.co.in>
- ▶ Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide 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. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
1. 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.

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 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members 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 your 16 digit 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.

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and 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. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members 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 any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- or**
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

22. 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.
23. The shareholders can also access the Annual Report 2021-22 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

Renaissance Global Limited

G. M. Walavalkar

VP – Legal & Company Secretary

Mumbai, May 30, 2022

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

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

Item No. : 4

The Management, keeping in view the Company's business strategy of shifting it's focus on branded jewellery, Direct to Consumer business, felt the need of creating a key position to head these activities.

The management has recognised the required skills and leadership qualities in Mr. Darshil Shah - VP Corporate Strategy and therefore, on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company at the meeting held on December 14, 2021, appointed Mr. Darshil Shah as an Additional Director, designated as Executive Director of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr. Darshil Shah holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Mr. Darshil Shah is a qualified Chartered Accountant by profession. He has also done General L.L.B from Government Law College, Mumbai and is a Commerce graduate from Mumbai University. After a few years consulting in the field of business strategy, M&A and international taxation, Mr. Darshil joined Renaissance Global Ltd. in 2015. He spearheaded the Middle East division of the Company out of the UAE office from 2016 to 2020. He has since moved back to take over as the Vice President of Corporate Strategy for the RGL group. His fields of expertise include strategy, finance and operations.

Considering his extensive knowledge, business skills, experience and capabilities, the Board of Directors of the Company has, in accordance with the provision of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, appointed him as the Executive Director in the whole time employment of the Company for a period of 5 years with effect from December 14, 2021 to December 13, 2026, subject to your approval, on the terms and conditions, including minimum remuneration, as detailed hereinafter:

The range of remuneration ₹ 6,00,000/- to ₹ 20,00,000/- per month.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and the following perquisites, as per the rules and regulations of the Company for the time being in force and as determined by the Board:

1. Company car with Driver at the entire cost of the Company for use on Company's business. Use of the car for personal use shall be billed by the Company.
2. Any one Club life membership fee on company's account
3. All expenses for use of mobile phone at the cost of the Company.
4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
5. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.
6. The Executive Director to devote his full time and attention to the business of the company.

However, Mr. Darshil Shah shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee of Board of Directors. So long as Mr. Darshil Shah continues to act as Director in the Whole-time employment of the Company, his office shall be liable to determination by retirement of Directors by rotation.

Authority is also being sought to be conferred on the Board to make such alterations or variations in the perquisites of Mr. Darshil Shah during his tenure as Executive Director, as it deemed fit and as acceptable to him but within the limits specified in Schedule V to the Companies Act, 2013.

Authority is also being sought to the payment of remuneration by the Company Mr. Darshil Shah, by way of salary and perquisites not exceeding the limits stated in Section II of Part II of Schedule V to the Companies Act, 2013, if, in any financial year during his term of office as Executive Director, the Company makes no profits or the profits made are inadequate.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of Directors.

The Whole-time Director shall adhere to the RGL Code of Conduct for Directors and Management Personnel.

Mr. Darshil Shah satisfy all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment. Mr. Darshil Shah is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has received from Mr. Darshil Shah, intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Darshil Shah under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Darshil Shah, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Membership/ Chairmanship of Board Committees, as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided as an annexure to this Notice of Annual General Meeting.

Board considers that the appointment of Mr. Darshil Shah will be in the best interests of the Company and therefore, recommends passing of the aforesaid Ordinary Resolution at Item No. 4 of this Notice.

The approval of the members is necessary in view of the provisions of Part II of Schedule V to the Companies Act, 2013. Mr. Darshil Shah is interested in the resolution set out at Item No. 4 of the notice with regard to his re-appointment.

The relatives of Mr. Darshil Shah may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, 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 this resolution.

Item No. : 5

Mr. Hitesh Shah was appointed as Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2017. The appointment of Mr. Hitesh Shah as Managing Director and also the remuneration payable to him was approved by the members at the 28th Annual General Meeting held on Thursday, August 31, 2017.

Since the term of Mr. Hitesh Shah has ended on March 31, 2022, the Board of Directors at its meeting held on February 07, 2022 has, subject to the approval of the members, re-appointed him as Director in whole time service to be designated as the Managing Director of the Company.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board of Directors of the Company has, in accordance with the provision of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules thereof, by passing a resolution at its meeting held on February 07, 2022, on the recommendation made by the Nomination and Remuneration Committee at its meeting held February 05, 2022, appointed Mr. Hitesh Shah as the Managing Director of the Company for a period of 5 years with effect from April 1, 2022, subject to your approval, on the terms and conditions, including minimum remuneration, as detailed hereinafter:

- **Period:** From April 1, 2022 to March 31, 2027
- **Nature of Duties:**
The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time subject to superintendence, control and directions of the Board.
- The range of remuneration ₹ 3,00,000/- to ₹ 20,00,000/- per month.
The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisite as per the rules and regulations of the Company for the time being in force and as determined by the Board.
- In addition to the remuneration within the above range Mr. Hitesh M. Shah would also be entitled to:
 1. Company car with Driver at the entire cost of the Company for use on Company's business. Use of the car for personal use shall be billed by the Company.
 2. Any one Club life membership fee on Company's account;

3. All expenses for use of mobile phone at the cost of the Company.
 4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
 5. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.
- The Agreement for appointment of Managing Director shall be executed which may be terminated by the Company or the Managing Director by three months prior notice in writing to the other.
 - However, the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.
 - As long as Mr. Hitesh Shah continues to act as Managing Director of the Company, his office shall not be liable to determination for retirement of Directors by rotation.

Authority is also being sought to be conferred on the Board to make such alterations or variations in the perquisites of Mr. Hitesh Shah during his tenure as Managing Director, as it deemed fit and as acceptable to him but within the limits specified in Schedule V to the Companies Act, 2013.

Authority is also being sought to the payment of remuneration by the Company to Mr. Hitesh Shah,

by way of salary and perquisites not exceeding the limits stated in Section II of Part II of Schedule V to the Companies Act, 2013, if, in any financial year during his term of office as Managing Director, the Company makes no profits or the profits made are inadequate.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of Directors.

The Managing Director shall adhere to the RGL Code of Conduct for Directors and Management Personnel.

Mr. Hitesh Shah satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment. Mr. Hitesh Shah is not disqualified from being appointed as Managing Director in terms of Section 164 of the Companies Act, 2013.

The Company has received from Mr. Hitesh Shah Intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Hitesh Shah under Section 190 of the Companies Act, 2013.

In accordance with the provisions of Sections 2(51), section 179(3) of the Companies Act 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014, and Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Hitesh M. Shah will be a Key Managerial Personnel (KMP) of the Company.

Brief resume of Mr. Hitesh Shah, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Membership/ Chairmanship of Board Committees, as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided as an annexure to this Notice of Annual General Meeting. Board considers that the appointment of Mr. Hitesh Shah will be in the best interests of the Company and therefore, recommends passing of the aforesaid Ordinary Resolution at Item No. 5 of this Notice.

The approval of the members is necessary in view of the provisions of Part II of Schedule V to the Companies Act, 2013. Mr. Hitesh Shah is interested in the resolution set out at Item No. 5 of the notice with regard to his appointment.

The relatives of Mr. Hitesh Shah may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, 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 this resolution.

Item No. : 6

Mr. Neville R. Tata was re-appointed as Executive Director of the Company for a period of 5 (Year) years with effect from February 1, 2017. The appointment of Mr. Neville R. Tata as Executive Director and also the remuneration payable to him was approved by the members at the 28th Annual General Meeting held on Thursday, August 31, 2017.

Since the term of Mr. Neville R. Tata has ended on January 31, 2022, the Board of Directors at its meeting held on February 07, 2022 has, subject to the approval of the members, re-appointed him as Director in whole time service to be designated as the Executive Director of the Company.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board of Directors of the Company has, in accordance with the provision of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, by passing a resolution at its meeting held on February 07, 2022, on the recommendation made by the Nomination and Remuneration Committee at its meeting held on February 05, 2022, re-appointed him as the Executive Director in the whole time employment of the Company for a further period of 5 years with effect from February 1, 2022 up to January 31, 2027, subject to your approval, on the terms and conditions, including minimum remuneration, as detailed hereinafter:

The range of remuneration ₹ 3,00,000/- to ₹ 20,00,000/- per month.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and the following perquisites, as per the rules and regulations of the Company for the time being in force and as determined by the Board:

1. Company car with Driver at the entire cost of the Company for use on Company's business. Use of the car for personal use shall be billed by the Company.
2. Any one Club life membership fee on company's account
3. All expenses for use of mobile phone at the cost of the Company.
4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
5. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.
6. The Executive Director to devote his full time and attention to the business of the company.
7. The employment may be terminated by the company or the Executive Director by three months prior notice in writing to the other.

However, Mr. Neville R. Tata shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee of Board of Directors. So long as Mr. Neville R. Tata continues to act as Director in the Whole-time employment of the Company, his office shall be liable to determination by retirement of Directors by rotation.

Authority is also being sought to be conferred on the Board to make such alterations or variations in the perquisites of Mr. Neville R. Tata during his tenure as Executive Director, as it deemed fit and as acceptable to him but within the limits specified in Schedule V to the Companies Act, 2013.

Authority is also being sought to the payment of remuneration by the Company to Mr. Neville R. Tata, by way of salary and perquisites not exceeding the limits stated in Section II of Part II of Schedule V to the Companies Act, 2013, if, in any financial year during his term of office as Executive Director, the Company makes no profits or the profits made are inadequate.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of Directors.

The Whole-time Director shall adhere to the RGL Code of Conduct for Directors and Management Personnel.

Mr. Neville R. Tata satisfy all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. Mr. Neville R. Tata is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has received from Mr. Neville R. Tata intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Neville R. Tata under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Neville R. Tata, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Membership/ Chairmanship of Board Committees, as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided as an annexure to this Notice of Annual General Meeting.

Board considers that the re-appointment of Mr. Neville R. Tata will be in the best interests of the Company and therefore, recommends passing of the aforesaid Ordinary Resolution at Item No. 6 of this Notice.

The approval of the members is necessary in view of the provisions of Part II of Schedule V to the Companies Act, 2013. Mr. Neville R. Tata is interested in the resolution set out at Item No. 6 of the notice with regard to his re-appointment.

The relatives of Mr. Neville R. Tata may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, 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 this resolution.

Item No. : 7

In view of Succession plan of the Company, Mr. Niranjn Shah, being on verge of completing 75 years of age and after successfully leading RGL group for almost 40 years has step down as the Executive Chairman of the Company w.e.f. December 14, 2021.

Considering his tremendous experience as one of the veteran of the jewellery industry in India and considering his vast knowledge, experience, and wisdom in the business of the Company and the industry to which the Company belongs, the Board of Directors appointed Mr. Niranjn Shah as Chairman Emeritus.

The Board, pursuant to the recommendations of the NRC and approval by the Audit Committee, in its meeting held on December 14, 2021 and May 30, 2022 respectively has approved, subject to the approval of the shareholders, the payment of advisory fee of ₹ 3,00,000 to ₹ 15,00,000 per month to Mr. Niranjn Shah for his role as 'Chairman Emeritus' on the terms and condition mentioned in Chairman Emeritus Agreement dated December 14, 2021. Said Advisory fees were payable w.e.f. April 01, 2022.

Mr. Niranjn Shah - founder promoter and ex Executive Chairman of the Company is also father of Mr. Sumit Shah, Chairman of the Company.

Since Mr. Niranjn Shah, is a "related party" in relation to the Company in terms of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"). Accordingly, the payments to be made and benefits & facilities to be provided to Mr. Niranjn Shah in his capacity as Chairman Emeritus, is related party transaction. However, this transaction is not a material related party transaction in terms of Regulation 23 of the Listing Regulations. Approval of members is necessary in view of provision of Section 188 of Companies Act 2013 and Rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sumit Shah and his relatives, are in any way concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding, if any, in the Company.

The information provided in the resolution and the explanatory statement shall be deemed to be information required to be disclosed in terms of the Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Board recommends the Resolution as set out at Item no.7 of this Notice for approval of the members of the Company as an Ordinary Resolution.

By order of the Board

Renaissance Global Limited

G. M. Walavalkar

VP – Legal & Company Secretary

Mumbai, May 30, 2022

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

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

Name of Director	Mr. Sumit Shah	Mr. Darshil Shsh	Mr. Hitesh Shah	Mr. Neville Tata
Date of Birth	26/01/1974	16/09/1989	15/09/1971	05/09/1973
Date of Appointment	01/02/2006	14/12/2021	01/01/2006	01/02/2006
Qualifications	B.Sc (Bentley College, Boston)	Chartered Accountant, General L.L.B.	B.Com	HSC
Expertise in specific functional area	He has experience over 23 years in the gems and jewellery business. He started his career with our Company as a Director in the year 1995. He is the 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.	Mr. Darshil Shah is a qualified Chartered Accountant by profession. He has also done General L.L.B from Government Law College, Mumbai and is a Commerce graduate from Mumbai University. After a few years consulting in the field of business strategy, M&A and international taxation, Mr. Darshil joined Renaissance Global Ltd. in 2015. He spearheaded the Middle East division of the Company out of the UAE office from 2016 to 2020. He has since moved back to take over as the Vice President of Corporate Strategy for the RGL group. His fields of expertise include strategy, finance and operations.	Hitesh Shah has over 27 years of experience in gems and Jewellery business. He has earlier worked with Sudiam B. V. BA, Japan as president and was responsible for its operational activities. He oversees the finance and accounting functions and merchandising.	Neville Tata has vast work experience in gems and jewellery business. Mr. Tata was initially designated as the Chief Operating officer of RGL and was responsible for overseeing operational functioning of factories. Production, Industrial Relations, manpower planning – recruiting and development are his forte.
Directorships held in other Public companies (excluding Section 8 companies)	-	-	-	-
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	NIL	2,02,000	13,35,958	NIL