

# 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](http://www.renaissanceglobal.com)

Ref. No.: RGL/S&L/2019/64

May 6, 2019

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

Dear Sirs,

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the Mumbai Bench of National Company Law Tribunal (“NCLT”) has sanctioned the Scheme of Amalgamation of House Full International Limited (hereinafter called as “HFIL” or the Transferor Company 1) and N Kumar Diamond Exports Limited (hereinafter called as “NKDEL” or the Transferor Company 2) with Renaissance Jewellery Limited (hereinafter called as “RJL” or the Transferee Company) and their respective shareholders.

The share capital of the Transferor Company 1 is held by the Transferor Company 2 and the Transferee Company. The entire share capital of the Transferor Company 2 is held by the Transferee Company i.e. the Transferor Company 2 is the wholly owned subsidiary of the Transferee Company which means the Transferor Company 1 is indirectly the wholly owned subsidiary of the Transferee Company.

The Transferor Companies shall be amalgamated with the Transferee Company and will cease to become the subsidiaries of the Transferee Company with effect from the effective date as mentioned in the scheme.

The details of the amalgamation as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> of September 2015 are given in annexure to this letter.

Further, please note that the name of the Transferee Company has been changed from Renaissance Jewellery Limited to Renaissance Global Limited with effect from March 28, 2019 and the same was informed to the stock exchanges vide our letter bearing reference number RGL/S&L/2019/42 dated March 29, 2019.

Kindly acknowledge the receipt of the intimation

Yours faithfully,

For Renaissance Global Ltd.

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



Encl.: As above



# RENAISSANCE GLOBAL LTD.

(FORMERLY RENAISSANCE JEWELLERY LTD.)

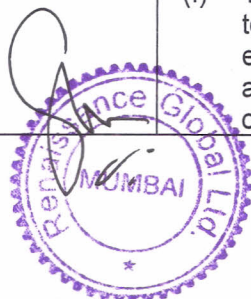
CIN.: L36911MH1989PLC054498

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](http://www.renaissanceglobal.com)

## Annexure

Details of the Scheme	Particulars
Name of the entities forming part of the amalgamation Details of size, turnover etc	<ol style="list-style-type: none"> <li>1. House Full International Limited – Transferor Company 1 Turnover for the year ended March 31, 2018 – 1044.74 Lakh</li> <li>2. N Kumar Diamond Exports Limited – Transferor Company 2 Turnover for the year ended March 31, 2018 – Nil</li> <li>3. Renaissance Jewellery Limited – Transferee Company Turnover for the year ended March 31, 2018 – 102220.87 Lakh</li> </ol>
Whether the transaction would fall within related party transactions? If yes whether the same is at arm's length basis?	<p>Both the Transferor Companies are directly/indirectly the wholly owned subsidiaries of the Transferee Company.</p> <p>The amalgamation of the Transferor Companies with the Transferee Company is inter-se a related party transaction.</p> <p>The Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014, dated 17th July 2014 that transactions arising out of Compromise, Arrangement, and amalgamations dealt with under specific provisions of Companies Act, 2013 will not attract the requirements of Section 188 of Companies Act 2013.</p>
Area of business of the entities	<ol style="list-style-type: none"> <li>1. HFIL – Engaged primarily in business of dealings in retail trade of furniture</li> <li>2. NKDEL – Engaged primarily in business of manufacturing and export of diamonds</li> <li>3. RJI - Manufacturing and Export of diamond studded gold, silver and platinum Jewellery and trading in cut &amp; polished diamonds</li> </ol>
Rationale for amalgamation	<ol style="list-style-type: none"> <li>(a) The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.</li> <li>(b) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources which will fuel the growth of the business and help effectively address the ever-growing competition.</li> <li>(c) The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.</li> <li>(d) The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out.</li> <li>(e) The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc.</li> <li>(f) The Transferor Companies and Transferee Company intend to / can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.</li> </ol>





# 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](http://www.renaissanceglobal.com)

In case of cash consideration – amount or otherwise share exchange ratio	Since the Transferor Companies are directly and indirectly wholly owned subsidiary of the Transferee Company upon the scheme becoming effective all the Equity Shares held by the Transferor Company 2 and the Transferee Company in the Transferor Company 1 and 0% Optionally Convertible Redeemable Preference Shares held by the Transferee Company in the Transferor Company 1 and all the Equity Shares of the Transferor Company 2 held by the Transferee Company shall be cancelled and shall be deemed to have been cancelled without any further act or deed. Accordingly, there will be no issue and allotment of Shares of the Transferee Company to the shareholders of the Transferor Companies
Brief details of change in shareholding pattern of Listed Company	There shall not be a change in the shareholding pattern of the Transferee Company (Listed Company) as both the Transferor Companies are it's directly/indirectly the wholly owned subsidiaries.



For Renaissance Global Limited

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