



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/2023/95

August 10, 2023

BSE Limited Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Sub.: Proceedings of 34th AGM pursuant to Regn. 30 of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

This is to inform you that the 34th Annual General Meeting of the Company was held as scheduled on Thursday, August 10, 2023 at 12.00 Noon through Video Conferencing (“VC”) platform “INSTAMEET”.

In accordance with Circulars issued by the MCA and the SEBI, 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, 2023 together with the Reports of the Board of Directors and the Auditors thereon were adopted.
2. Mr. Neville Tata (DIN:00036648), was re-appointed as Director liable to retire by rotation.
3. M/s Chaturvedi and Shah LLP, Chartered Accountants (Firm Registration No: 101720W/W100355), was re-appointed as statutory auditors of the Company for 2nd consecutive term of five years.

Special Business:

4. Appointment of Mr. Bijou Kurien (DIN: 01802995) – Additional Director, designated as Non-Executive-Independent Director of the Company was approved.
5. The increase in overall maximum limit of managerial remuneration 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 FOURTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RENAISSANCE GLOBAL LIMITED WILL BE HELD ON **THURSDAY, AUGUST 10, 2023 AT 12.00 NOON** 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, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Neville Tata (DIN:00036648), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To approve reappointment of M/s Chaturvedi and Shah LLP, Chartered Accountants (Firm Registration No: 101720W/W100355), as statutory auditors of the Company and to consider and if thought fit, pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Chaturvedi and Shah LLP, Chartered Accountants (Firm Registration No: 101720W/W100355) be and are hereby reappointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 34th AGM till the conclusion of the 39th AGM to be held in the year 2028, at such remuneration as may be agreed between the Statutory Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

SPECIAL BUSINESS

4. To approve the appointment of Mr. Bijou Kurien (DIN: 01802995) – Additional Director, designated as Non-Executive-Independent Director of the Company and to consider and if thought fit, pass with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and 197 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), and on recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Bijou Kurien (DIN: 01802995) who was appointed as an ‘Additional Director’ with effect from May 26, 2023 be and is hereby appointed as the ‘Non-Executive Independent Director’ of the Company not liable to retire by rotation in terms of Section 149(13) of the Act, for a period of 5 (Five) consecutive years, with effect from May 26, 2023 up to May 25, 2028 (both days inclusive), on such terms and conditions, including remuneration, as may be agreed upon between Mr. Bijou Kurien and the Company.

RESOLVED FURTHER THAT where in any financial year during term of office of Mr. Bijou Kurien as Non-Executive Independent Director, the Company makes no profits or the profits made are inadequate, the Company may pay to Mr. Bijou Kurien the remuneration by way of fees for attending meetings of the Board or Committee thereof, as may be agreed to by the Board of Directors and Mr. Bijou Kurien, 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 increase the overall maximum limit of managerial remuneration and to consider and if thought fit, pass with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment(s), for the time being in force, Regulation 17(6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s)

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thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and on 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 increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director and Manager of the Company in respect of any financial year effective from financial year 2023-24, upto ₹ 5 crore or 20 % of the net profits of the Company, whichever is higher; from the existing limit of 11% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013, in the following manner:

- I. To the Managing Director, Whole-time Director and Manager upto ₹ 4.5 crore or 18% of the net profits of the Company whichever is higher from existing limit of 10%, as may be decided by the Board from time to time, without any restriction on individual limit of 5% on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of 18% as aforesaid;
- II. To the Directors other than Managing Director and Whole-time Director, upto ₹ 50 Lakhs or 2% of the net profits of the Company whichever is higher from the existing limit of 1%, as may be decided by the Board from time to time.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits, or its profits are inadequate the remuneration including salary, perquisites and other allowances shall be paid upto ₹ 5 crore as minimum managerial remuneration to all the directors.

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, without being required to seek any further consent or approval of the Members of the Company."

By order of the Board

Renaissance Global Limited

CS Vishal Dhokar

Company Secretary

Mumbai, May 26, 2023

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NOTES

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 10/2022 dated December 28, 2022 read together with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 01/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2020, 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/PoD-2/P/CIR/2023/4 dated January 05, 2023 read together with circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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 34th 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/herself 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. Neville Tata, 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. Neville Tata is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment and Mr. Bijou Kurien is interested in the special Resolution set out at Item No. 4 of the Notice with regard to his appointment and all the Directors of the Company are interested in the Special Resolution set out in Item No. 5 of the Notice, since it pertains to their remuneration. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 and in the special Business set out under Item No. 4 and 5 of the Notice.
8. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], particulars of Directors seeking appointment/re-appointment are annexed with this notice.
9. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
11. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, August 03, 2023 to Thursday, August 10, 2023** (both days inclusive) for the purpose of Annual General Meeting.
12. 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.
13. 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

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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.

14. Members who have not encashed their dividend warrants for the year ended March 31, 2021 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.
15. 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, 2016, has already been transferred to the said Fund.
16. 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.
17. The MCA Circular and SEBI Circular dated December 28, 2022 and January 05, 2023 respectively has dispensed with the printing and dispatch of annual reports to shareholders. Accordingly Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice and Annual Report 2022-23 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.

18. 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

19. 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 34th 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, August 06, 2023 at 9.00 a.m.**
- 2) Date and time of end of e-voting, beyond which voting will not be allowed: **Wednesday, August 09, 2023 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, August 03, 2023** 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, Practising 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.
- 5) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.**

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- 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. August 03, 2023 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"> • Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. • After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the 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: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

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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). <ol style="list-style-type: none"> 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 230209' 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.

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.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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'.

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- 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.
- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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".

20. PROCEDURE FOR ATTENDING THE THIRTY- FOURTH AGM THROUGH VC / OAVM:

The Company is pleased to provide its members, the facility to attend the 34th 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 /RTA.

Notice (Contd...)

- ▶ 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 instameet@linkintime.co.in or investors@renaissanceglobal.com
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.

Notice (Contd...)

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.

21. 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 12.00 Noon (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.
22. The shareholders can also access the Annual Report 2022-23 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

CS Vishal Dhokar

Company Secretary

Mumbai, May 26, 2023.

Notice (Contd...)

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

The following Statements sets out all material facts relating to the Business mentioned under item no. 3 - 5 in the accompanying Notice:

Item No. : 3

The Members of the Company at the 29th Annual General Meeting ('AGM') held on August 07, 2018, had approved the appointment of M/s Chaturvedi and Shah LLP, Chartered Accountants (Firm Registration No: 101720W/W100355), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 29th AGM until the conclusion of the 34th AGM. Accordingly, M/s Chaturvedi and Shah LLP, Chartered Accountants, would be completing its first term of five years at the conclusion of this 34th AGM.

In terms of the provisions of Section 139 (2) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Hence M/s Chaturvedi and Shah LLP, Chartered Accountants are eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on May 26, 2023, based on the recommendation of the Audit Committee, approved the re-appointment of M/s Chaturvedi and Shah LLP, Chartered Accountants for the second term of five years to hold office from the conclusion of the 34th AGM till the conclusion of the 39th AGM to be held in the year 2028 on such term & conditions as may be agreed upon between the Board of Directors and Statutory Auditors.

M/s Chaturvedi & Shah LLP, Chartered Accountants has given consent to their reappointment and confirmed that their reappointment if made would be in accordance with Section 139 read with Section 141 of the Act. M/s Chaturvedi & Shah LLP, Chartered Accountants has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. M/s Chaturvedi & Shah LLP, Chartered Accountants has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Based on the recommendation made by the Audit Committee, after assessing the performance of M/s Chaturvedi and Shah LLP, Chartered Accountants and considering the experience and expertise of M/s Chaturvedi and Shah LLP, Chartered Accountants, the Board recommends the re-appointment of M/s Chaturvedi & Shah LLP, Chartered Accountants as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. : 4

The Member at their 30th Annual General Meeting (AGM) have re-appointed Mr. Veerkumar C. Shah, Mr. Vishwas V. Mehendale, Mr. Arun P. Sathe and Mrs. Madhavi S. Pethe as Independent Directors on the Board of the Company, for second consecutive term of 5(five) years as per the provisions of Companies Act 2013. The said term will be completed on conclusion of the 35th Annual General Meeting to be held in the year 2024. After completion of second term, none of the Non-Executive Independent Directors will be eligible for reappointment.

Therefore, as a part of the succession planning in respect of the requirement of Non-Executive Independent Directors of the Company, the Nomination & Remuneration Committee ("NRC") had initiated the process to scout for a suitable candidates for the post of Non-Executive Independent Directors of the Company.

The NRC at its meeting held on May 26, 2023, reviewed the candidature of Mr. Bijou Kurien for the post of Non-Executive Independent Director. The NRC reviewed the disclosures/ declarations received from Mr. Bijou Kurien and determined that Mr. Bijou Kurien is fit and proper to be appointed as an Independent Director of the Company which will further enrich the Company's board expertise.

Mr. Kurien is a well-known veteran in the Indian consumer and retail industry with over 35 years of experience and outstanding branding skills. He has played pivotal roles in the success of marquee brands within India's fast-moving consumer goods (FMCG), consumer durables, and retail sectors, including his contributions as a founding member of Titan Industries and Reliance Retail.

In addition to his notable achievements, Mr. Kurien brings to the Board a wealth of experience in corporate governance, strategy, distribution and branding. His extensive industry knowledge will be instrumental in guiding the Company's corporate strategy and enhancing its Direct-to-Consumer (D2C) business vertical.

Notice (Contd...)

The NRC noted that Mr. Bijou Kurien has the requisite qualification, skills, experience and expertise in specific functional areas, prescribed under the provisions of the Companies Act 2013, SEBI(LODR) Regulation 2015 and other applicable provisions, as amended, which are beneficial to the business interest of the Company, and accordingly recommended to the Board the appointment of Mr. Bijou Kurien, as the Additional Director designated as Non-Executive Independent Director on the Board of the Company.

The Board of Directors have, at its meeting held on May 26, 2023, on the recommendation made by the Remuneration and Nomination Committee at its meeting held on the same day, appointed Mr. Bijou Kurien, as an additional director designated as an Non-Executive Independent Director of the Company, who shall hold office up to the date of this annual general meeting.

It is proposed to appoint Mr. Bijou Kurien, as an Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 read with Regulation 16 (1) (b) of the Listing Regulations to hold office for 5 (five) consecutive years with effect from May 26, 2023 to May 25, 2028 (both day inclusive), who will not be liable to retire by rotation.

Mr. Bijou Kurien is not disqualified from being appointed as Director, in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

The Company has also received declarations from Mr. Bijou Kurien, that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation read with Regulation 16 (1) (b) of the Listing Regulation. In the opinion of the Board, Mr. Bijou Kurien fulfills the conditions for appointment as Independent Non-Executive Director as specified in the Companies Act, 2013 and the Listing Regulations.

Mr. Bijou Kurien has registered as an Independent Director, in terms of the relevant provisions of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

Mr. Bijou Kurien is independent of the management of the Company. Brief resume of Mr. Bijou Kurien, 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 read with Regulation 16 (1) (b) of the Listing Regulations of the Stock Exchanges are provided as an annexure to this Notice of AGM.

Copy of the draft letter for appointment of Mr. Bijou Kurien as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under read with Regulation 16 (1) (b) the Listing Regulations of the Stock Exchanges.

Authority is also being sought to the payment of remuneration by the Company Mr. Bijou Kurien, by way of fees 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 Non-Executive Independent Director, the Company makes no profits or the profits made are inadequate.

The Non-Executive Independent 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 Non-Executive Independent Director shall adhere to the RGL Code of Conduct for Directors and Management Personnel.

Mr. Bijou Kurien is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. The relatives of Mr. Bijou Kurien may be deemed to be interested in the special 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 resolutions.

The Board recommends the Special Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. : 5

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder:

Notice (Contd...)

A. To Managing Director / Whole-time Director / Manager: -

Condition	Maximum Remuneration in any FY
Company with one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	5% of the net profits of the company.
Company with more than one MD/WTD/ Manager	10% of the net profits of the company.

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

Condition	Maximum Remuneration in any FY
If there is a MD/WTD/Manager	1% of the net profits of the company.
If there is no MD/WTD/Manager	3% of the net profits of the company.

As per the Companies (Amendment) Act, 2017, w.e.f. 12th September 2018, the companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other limits mentioned above, with the approval of the members of the Company in general meeting by way of Special Resolution.

The Managerial Personnel, with their continued and tireless efforts are making concerted efforts to convert the challenges into opportunities with new and innovative business strategies for growth of the Company.

Considering the efforts of Managerial Personnel and future growth of the Company, the managerial remuneration of directors might exceed 11% of net profit of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 26, 2023 considered and approved the proposal, subject to the approval of shareholders, to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company, upto ₹ 5 crore or 20% of the net profits of the Company whichever is higher from the existing limit of 11% of the net profits of the Company, consisting of ₹ 4.50 crore or 18% whichever is higher to Whole-Time Directors without any restriction on individual limit and ₹ 50.00 Lakhs or 2% whichever is higher to Non-Executive Directors, in accordance with the provisions of the Companies Act, 2013.

All the Directors of the Company are interested in the Special Resolution set out in Item No. 5 of the Notice, since it pertains to their remuneration. The relatives of all the directors may be deemed to be interested in the Special Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company as a Special Resolution.

By order of the Board

Renaissance Global Limited

CS Vishal Dhokar

Company Secretary

Mumbai, May 26, 2023.

Notice (Contd...)

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. Neville Tata (DIN:00036648)	Mr. Bijou Kurien (DIN: 01802995)
Date of Birth	05/09/1973	17/01/1959
Date of Appointment	01/02/2006	26/05/2023
Qualifications	HSC	Postgraduate Diploma in Business Management from XLRI, Jamshedpur.
Brief Resume including experience and Expertise in specific functional area	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.	Mr. Bijou Kurien has over 35 years of experience with marquee brands in India's fast-moving consumer goods (FMCG), consumer durables, and retail industries. He was among the founding members of Titan Industries and Reliance Retail. He also serves as an Independent Director on the Boards of several listed and unlisted companies and is Chairman of the Retailers Association of India (RAI), Advisory Board member of the World Retail Congress and is on the governing boards of two academic institutions. Currently, he advises two leading private equity funds, on their retail, technology and consumer portfolio and an Entrepreneurship Incubation Center.
Disclosure of relationships between directors inter-se;	None	None
Directorships held in other listed Public companies (excluding Section 8 companies)	-	Timex Group India Limited Ltimindtree Limited Brigade Enterprises Limited
Directorships held in other Public and Private companies	-	Suguna Foods Private Limited Stella Treads Private Limited Orange County Resorts & Hotels Limited Oceanic Rubber Works Private Limited Sach Advisors Private Limited Rapawalk Fashion Technologies Privatelimited Ziqitza Health Care Limited Retailers Association Of India Lighthouse Learning Private Limited
Details of resignation from a listed companies in past three years	-	Future Lifestyle Fashions Limited (Ceased w.e.f 25.05.2021)

Memberships / Chairmanships of committees of other Public Limited companies (includes only Audit Committee and Shareholders Relationship Committee)	-	<p>Audit Committee:</p> <ul style="list-style-type: none"> • Brigade Enterprises Limited (Member) • Timex Group India Limited (Member) • Orange County Resorts & Hotels Limited (Member) • Ziqitza Health Care Limited (Member & Chairman) <p>Shareholders Relationship Committee:</p> <ul style="list-style-type: none"> • Timex Group India Limited (Member & Chairman) • LTI Mindtree Limited (Member & Chairman)
Number of Equity shares held in the Company	125000	NIL
Terms and Conditions of appointment / re-appointment	NA	Appointed as Independent Director, not liable to retire by rotation, commencing from May 26, 2023 to May 25, 2028.
Details of Remuneration sought to be paid	NA	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Skills and capabilities required for the role of independent directors	NA	The role and capabilities as required in the case of an independent director are well defined in the RGL Nomination and Remuneration Policy
		Further, the Board has a defined list of core skills/ expertise/ competencies, in the context of its business and sector for it to function effectively.
		The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Bijou Kurien and concluded that Mr. Bijou Kurien possess the relevant skill and capabilities to discharge the role of Independent Directors.