

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Saturday, August 12, 2023 at 9:00 a.m. (IST)</b>	<b>Sunday, September 10, 2023 at 5:00 p.m. (IST)</b>

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Renaissance Global Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed Mr. V. V. Chakradeo, a Practicing Company Secretary (Membership No. 3382 / CP. No. 1705) as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the

services of INSTA-VOTE, an electronic voting platform of the Company's Registrar and share transfer agent, Link Intime India private limited ( "LIPL") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The postal ballot notice is also placed on the website of the Company [www.renaissanceglobal.com](http://www.renaissanceglobal.com) and on the website of LIPL <https://instavote.linkintime.co.in> and shall also be available on the websites of the Stock Exchange where the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **5:00 p.m. (IST) on Sunday, September 10, 2023**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before **Tuesday, September 12, 2023**. The same will be displayed on the website of the Company: [www.renaissanceglobal.com](http://www.renaissanceglobal.com) the website of LIPL <https://instavote.linkintime.co.in> and also shall be communicated to BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com), where the Company's equity shares are listed and be made available on their respective websites.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the resolution as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for E-Voting i.e. **Sunday, September 10, 2023** if the same is approved by the members of the Company with requisite majority.

## **SPECIAL BUSINESS:**

### **To issue and allot equity shares on Preferential Basis:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (**“ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), BSE Limited and National Stock Exchange of India Limited (together, the **“Stock Exchanges”**) on which equity shares of the Company are listed and/ or any other competent authorities (hereinafter collectively referred to as **“Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to offer and allot on a preferential basis, in one or more tranches 17,34,232 (Seventeen Lakhs Thirty Four Thousand Two Hundred and Thirty Two only) equity shares of the Company having face value of Rs. 2 each, at a price of **Rs. 100.19** per equity share (including premium of Rs. 98.19), which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations, 2018 (**“Subscription Shares”**) for consideration other than cash (being swap of shares of Renaissance FMI Inc., USA (**“RFMI”**), an overseas step down subsidiary of the Company) towards payment of the total purchase consideration of Rs. 17,37,59,311 (Rupees Seventeen Crore Thirty Seven Lakhs Fifty Nine Thousand Three Hundred & Eleven only ), payable by the Company to Minority shareholders of Renaissance FMI Inc., USA (**“RFMI”**) namely 1) Mr. Anubh Shah, 2) Ms. Slisha Kankariya and 3) Ms. Arubha Shah for acquisition of **1900** (One Thousand and Nine Hundred only) Common Stock, representing 19% paid-up capital of the Renaissance FMI Inc., USA held by Proposed Allottees (**“Purchase Shares”**) and in term of the agreement entered into between Company and proposed allottees in relation

to the same and on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of the proposed allottees	Category	No. of shares to be allotted
1	Mr. Anubh Shah	Public	14,22,070
2	Ms. Slisha Kankariya	Public	2,60,135
3	Ms. Arubha Shah	Public	52,027

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **Friday, August 11, 2023**, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. **September 10, 2023**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- 4) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

- 6) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
- 7) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

**RESOLVED FURTHER THAT** if Proposed Allottee fails to transfer the capital held by them in Renaissance FMI Inc.,USA ("RFMI") to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to Proposed Allottee.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, and within the timelines prescribed under the applicable laws;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Subscription Shares, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto

expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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

**Registered Office:**  
Renaissance Global Limited  
Plot Nos. 36A & 37, SEEPZ,  
Andheri (E), Mumbai – 400 096

**CS Vishal Dhokar**  
**Company Secretary & Compliance Officer**  
  
**Mumbai, August 10, 2023**

**NOTES:**

1. The Board of Directors of the Company at its meeting held on Thursday, August 10, 2023, has approved the issuance of this Postal Ballot Notice. The explanatory statement pursuant to Section 102 of the Act setting forth the material facts and reasons for the proposed Special Resolution is annexed herewith.
2. This postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Thursday, August 03, 2023** (the “Cut-Off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's registrar and share transfer agent, Link Intime India Private Limited (“RTA”).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.

4. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the depository participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail citing subject line as “Renaissance Global Postal Ballot – Registration of e-mail Ids” to the RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) .

Members holding shares in demat mode are requested to register their e-mail addresses with their depository participant(s) only. Post successful registration of the e-mail, the Members would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this postal ballot. In case of any queries, Members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

5. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than **5:00 p.m. IST on Sunday, September 10, 2023** (the last day to cast vote electronically) to be eligible for being considered.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. Resolution passed by the Members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
8. Such Resolution passed through postal ballot shall be deemed to have been passed on the last date specified for the remote e-voting (i.e. **Sunday, September 10, 2023 at 5.00 p.m.**)
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper (in vernacular language).
10. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on [investors@renaissanceglobal.com](mailto:investors@renaissanceglobal.com) up to the last date of e-voting i.e. **Sunday, September 10, 2023**.
11. In case of any query/grievance in connection with the postal ballot including e-voting, Members may contact the RTA by e-mail at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call on 022-49186270.

**12. Voting through electronic means:**

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and

Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has availed the INSTAVOTE, an electronic voting platform of the Company's Registrar and Share transfer Agent, Link Intime India Private Limited ('LIPL') for the purpose of providing e-voting facility to all its Members.

The cut-off date for the purpose of remote e-voting was **Thursday, August 03, 2023.**

- (a) Date and time of commencement of e-voting: **Saturday, August 12, 2023 at 9.00 a.m.**
- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Sunday, September 10, 2023 at 5.00 p.m.**
- (c) **The e-voting module shall be disabled for voting, thereafter.**
- (d) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date **Thursday, August 03, 2023.** may cast their vote electronically.
- (e) Details of Website for e-voting: [https://instavote.linkintime.co.in.](https://instavote.linkintime.co.in)
- (f) Details of Scrutinizer: Mr. V. V. Chakradeo Practicing Company Secretary. (COP No. 1705), E-mail: [vvchakra@gmail.com](mailto:vvchakra@gmail.com)
- (g) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.**

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

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> </ul>

	<p>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.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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 &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<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"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> 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.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ul> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> </ul> </li> </ol>

	<p>2. Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</p> <p><b>Cast your vote electronically:</b></p> <p>4. After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon for '<b>Renaissance Global Limited/ Event number 230305</b></p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on '<b>Yes</b>', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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### **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:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case 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 resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.](#)**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**EXPLANTORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF  
THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER**

**ITEM NO. 1:**

In accordance with applicable provisions of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the approval of Members of the Company by way of **special resolution** is required to issue equity shares on a preferential basis to proposed allottees for a consideration other than cash for acquisition of 19% common stock of Renaissance FMI Inc. .

The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

**a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities**

Currently, Renaissance Global Limited (through its foreign subsidiary i.e Renaissance D2C Ventures Inc, USA) holds 7760 Common Stock, representing 77.60% of the paid-up capital of Renaissance FMI Inc. and balance 2240 Common stock, representing 22.40% of the paid-up capital is held by proposed allottees.

The operations of the Renaissance Global Limited are spread globally through its overseas subsidiaries. The Company is exploring the various options for re-organization of the business and legal entities in India and overseas with an objective of simplification of the legal structure of various companies within Renaissance Global Group. The Company is focusing on consolidation of 100% ownership in all the businesses of the Company by acquiring the minority ownerships held by other entity(s)/person.

The acquisition of above minority ownership held by proposed allottees in Renaissance FMI Inc. is an enabler for efficient reorganization of International Businesses.

With an objective to acquire 100% ownership in Renaissance FMI Inc., the Board of Directors of the Company at its meeting held on August 10, 2023, have approved the purchase of 1900 Common stock, representing 19% paid-up capital of Renaissance FMI Inc. held by proposed allottees for a non-cash consideration to be discharged by issuance & allotment of 17,34,232 equity shares of face Value of Rs. 2/- each of the Company at a price of Rs. 100.19 (including premium of Rs. 98.19) per share (“**Subscription Shares**”), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations (“**Floor Price**”) and in terms of the agreement entered into between the Company and Proposed allottees in relation to the same. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is Rs. 100.19 per equity share.

**b) Purpose or Objects of the preferential issue:**

The object of the proposed preferential issue is to issue and allot Subscription Shares (*as define above*) to minority shareholders of Renaissance FMI Inc. to discharge the total consideration of Rs. 17,37,59,311 (Rupees Seventeen Crore Thirty Seven Lakhs Fifty Nine Thousand Three Hundred & Eleven only) payable by the Company for the acquisition of Purchase Shares (*as defined above*), held by proposed allottees in Renaissance FMI Inc.

**c) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:**

The Company proposes to issue and allot 17,34,232\* fully paid up equity shares of face value of Rs. 2/- each of the Company at a price of Rs 100.19\* (including a premium of Rs 98.19) per share, aggregating to Rs. 17,37,59,311 (Rupees Seventeen Crore Thirty Seven Lakhs Fifty Nine Thousand Three Hundred & Eleven only), such share price being not less than the minimum price, as determined in accordance with Chapter V of ICDR Regulations (“**Floor Price**”).

*\* The number of shares to be allotted has been calculated by taking into account the price of RGL shares before rounding off i.e at the rate of Rs. 100.1938 per equity share.*

**d) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:**

The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation report dated August 10, 2023 issued by **Sanka Hari Surya**, Independent Chartered Accountants and Registered Valuer under the Companies Act, 2013 (ii) pricing certificate dated **Friday, August 10, 2023** issued by V.V. Chakradeo & Co., Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations.

The equity shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together referred to as the “**Stock Exchanges**”). The equity shares are frequently traded on NSE & BSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is Rs.100.19 per share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. Rs. 97.97 per equity share or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. Rs. 100.19 per equity share.

The pricing of the Subscription Shares to be allotted on preferential basis is Rs 100.19 per share which is not less than the Floor Price determined in the manner set out above.

**e) Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is **Friday, August 11, 2023**, being the date 30 days prior to the date of passing of resolution through Postal Ballot i.e. last date for voting through Remote e-Voting, which is **Sunday, September 10, 2023**.

**f) Amount which the Company intends to raise by way of such securities/ size of the issue:**

Not applicable. The issue of Subscription Shares is for non-cash consideration.

**g) Principal terms of assets charged as securities:**

Not applicable.

**h) Class or classes of persons to whom the allotment is proposed to be made and the current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

The preferential issue, if approved, is proposed to be made to 1) Mr. Anubh Shah, 2) Ms. Slisha Kankariya and 3) Ms. Arubha Shah (Proposed Allottees). Proposed allottees are neither a promoter nor a related party of the Company, as per the Act, Listing Regulations and the ICDR Regulations and such status as non-promoter will remain same post preferential allotment of Subscription Shares.

**i) Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue.

**j) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Nil

**k) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:**

The Company intends to acquire 100% control of Renaissance FMI Inc., ("RFMI"), in which the Company currently holds 77.60% of the paid-up capital through its subsidiary Renaissance D2C Ventures Inc, USA, remaining 22.40% of the paid-up capital is held by Mr. Anubh Shah, Ms. Slisha Kankariya and Ms. Arubha Shah. Pursuant to the agreement executed between the Company and Mr. Anubh Shah, Ms. Slisha Kankariya and Ms. Arubha Shah, the Company proposes to discharge the purchase consideration payable for acquisition of 19% of the paid-up share capital of Renaissance FMI Inc., ("RFMI"), by issue

of Subscription Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated August 10, 2023 issued by **Sanka Hari Surya**, Independent Chartered Accountants and a Registered Valuer (IBBI Registered Valuer Number **IBBI/RV/07/2019/12576**), having address Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705.

i) **Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:**

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

m) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Not Applicable - Since all the Proposed Allottees are individuals holding shares in own name.

n) **Percentage of post preferential issue capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:**

Details of shareholding of proposed Allottees in the Company, prior to and after the proposed preferential issue, are as under:

Name of the Proposed allottee	Category	Pre-Preferential Issue		Post-Allotment of Subscription Shares pursuant to the Preferential Issue	
		No. of equity shares held	%	No. of equity shares to be held	%
Mr. Anubh Shah	Public	NIL	NIL	14,22,070	1.48
Ms. Slisha Kankariya	Public	NIL	NIL	2,60,135	0.27
Ms. Arubha Shah	Public	NIL	NIL	52,027	0.05

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

**o) Lock-in Period:**

The Subscription Shares to be issue shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

**p) Undertakings:**

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

**q) Other disclosures:**

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- None of the Company, its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24.
- Proposed allottee does not hold any share prior to the date of Notice of this Postal Ballot, hence lock-in of pre- preferential allotment holding is not applicable.

**r) Shareholding pattern of the Company before and after the Preferential Issue:**

Please refer **Annexure - A** to this Notice for details.

**s) Certificate of a practicing company secretary**

The certificate from V V Chakradeo & Co., Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://renaissanceglobal.com/postal-ballot-e-voting/>

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to proposed allottees are being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

Thanking you,

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

Sd/-

**Registered Office:**

Renaissance Global Limited  
Plot Nos. 36A & 37, SEEPZ,  
Andheri (E), Mumbai – 400 096

**CS Vishal Dhokar**  
**Company Secretary & Compliance Officer**

**Mumbai, August 10, 2023**

**Annexure A**

**Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No	Category	Pre- Issue		Post- Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	<b>Indian</b>				
	Individual	16184310	17.14	16184310	16.84
	Bodies corporate				
	Trust	46900325	49.68	46900325	48.79
	<b>Sub-total</b>	<b>63084635</b>	<b>66.83</b>	<b>63084635</b>	<b>65.62</b>
<b>2</b>	<b>Foreign promoters</b>				
	Individual	3779250	4.00	3779250	3.93
	<b>sub-total (A)</b>	<b>66863885</b>	<b>70.83</b>	<b>66863885</b>	<b>69.55</b>
<b>B</b>	<b>Non-promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>				
	Alternative Investment Fund	120000	0.13	120000	0.12
	Foreign Portfolio Investors Category I	1631747	1.73	1631747	1.70
	<b>Sub-total 1</b>	<b>1751747</b>	<b>1.86</b>	<b>1751747</b>	<b>1.82</b>
<b>2</b>	<b>Non-institutional Investors</b>				
	Private corporate bodies	1223028	1.30	1223028	1.27
	Investor Education and Protection Fund (IEPF)	37650	0.04	37650	0.04
	Directors and relatives	2135320	2.26	2135320	2.22
	Indian public	21664432	22.95	21664432	22.54
	others [including Non resident Indians(NRIs)]	721138	0.76	2455370	2.55
	<b>Sub-total 2</b>	<b>25781568</b>	<b>27.31</b>	<b>27515800</b>	<b>28.62</b>
	<b>Sub-total (B)</b>	<b>27533315</b>	<b>29.17</b>	<b>29267547</b>	<b>30.45</b>
	<b>GRAND TOTAL (A+B)</b>	<b>94397200</b>	<b>100.00</b>	<b>96131432</b>	<b>100.00</b>