

**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)

VOTING STARTS ON	VOTING ENDS ON
Friday , 10 January, 2025 at 9:00 a.m. (IST)	Saturday , 08 February, 2025 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given that the resolutions set out below are 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, General Circular No. 10/2022 dated December 28, 2022, General Circular 9/2023 dated September 25, 2023 and General Circular 9/2024 dated September 19, 2024, 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.



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

The postal ballot notice is also placed on the website of the Company 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 and NSE at 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 Saturday, February 08, 2025**. 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 **Monday, February 10, 2025**. The same will be displayed on the website of the Company: 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 and National Stock Exchange of India Limited ("NSE") at 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. **Saturday, February 08, 2025** if the same is approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

- 1. To approve appointment of Mr. Darshil Shah (DIN: 08030313) as Managing Director of the Company and to consider and if thought fit, pass the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 17, 17(1C), 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations



2015 ('SEBI Listing Regulations') as amended and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded for the appointment of Mr. Darshil Shah (DIN: 08030313) as Managing Director of the Company, for a period of 5 (Five) years commencing from January 01, 2025 and ending on December 31, 2029 (both days inclusive) not liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with the authority to the Board of Directors to grant increments and to alter and vary from time to time, terms and conditions of the said remuneration within the range stated therein and in such manner as may be agreed to between the Board of Directors and Mr. Darshil Shah.

RESOLVED FURTHER THAT the Company will pay Mr. Darshil Shah the remuneration by way of salary, perquisite, other allowances, benefits and performance pay etc as per overall managerial remuneration to be paid to directors as approved by member.

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."

2. To approve appointment of Mr. Hitesh Shah as Management Consultant and payment of Consultancy fees to him and to consider and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 197(4), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation made by the Nomination and Remuneration Committee and Audit Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded to appoint Mr Hitesh Shah (DIN:00036338) Non-Independent and Non- Executive Director (promoter), as Management Consultant of the Company, a "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for a period of 5 (Five) years with effect from January 01, 2025 upto December 31, 2029 and to pay Consultancy Fee of Rs. 400,000/- (Rupees Four lakhs) per month, on the terms & conditions as set out in the Consultant Agreement entered into between the Company with Mr. Hitesh Shah.

"RESOLVED FURTHER THAT pursuant to Section 197 of Companies Act 2013 and Regulation 17(6)(a) and (ca) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded to pay consultancy fees or compensation, if any to Mr. Hitesh Shah (DIN: 00036338), Non- Independent and Non- Executive Director (promoter), exceeding fifty percent (50%) of the total annual remuneration / fees payable to all the Non-Executive Directors during the Financial Year 2024-25.

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."



3. To approve modification of overall Managerial Remuneration limits U/S 197(1) of Companies Act, 2013 and to consider and if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification of the earlier resolution passed at 34th Annual General Meeting by the members on August 10, 2023 and 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) thereof or supplement(s) thereto) (“Listing Regulations”), the Articles of Association of the Company and on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company, be and is hereby accorded to modify 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 2024-25, upto Rs. 5 crore per annum or 20 % of the net profits (standalone) of the Company, whichever is higher; from the existing limit of 11% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act, in the following manner:

- I. To the Managing Director, Whole-time Director and Manager upto Rs. 3.5 crore per annum or 15% of the net profits (standalone) of the Company whichever is higher, 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 15% as aforesaid;
- II. To the Directors other than Managing Director and Whole-time Director, upto Rs. 1.5 crore per annum or 5% of the net profits (standalone) of the Company whichever is higher, 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 Rs. 5 crore per annum 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
For **Renaissance Global Limited**

Registered Office:

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

SD/-
CS Vishal Dhokar
Company Secretary & Compliance Officer



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Mumbai, December 20, 2024

NOTES:

1. The Board of Directors of the Company at its meeting held on Friday, December 20, 2024, 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 **January 03, 2025** (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.

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.

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 Saturday, February 08, 2025** (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. Resolutions 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 Resolutions passed through this postal ballot shall be deemed to have been passed on the last date specified for the remote e-voting (i.e. **Saturday, February 08, 2025 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 up to the last date of e-voting i.e. **Saturday, February 08, 2025**.
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 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 **Friday, January 03, 2025**.

- (a) Date and time of commencement of e-voting: **Friday, January 10, 2025 at 9.00 a.m.**
- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Saturday, February 08, 2025 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 **Friday, January 03, 2025** may cast their vote electronically.
- (e) Details of Website for e-voting: <https://instavote.linkintime.co.in>.
- (f) Details of Scrutinizer: Mr. V. V. Chakradeo Practicing Company Secretary. (COP No. 1705), E-mail: 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.**

**13. 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	<p>METHOD 1 - If registered with NSDL IDeAS facility Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". Enter user id and password. Post successful authentication, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>Users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with Depository Participant:</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through “e-voting” tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



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<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</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"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol 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. 1. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above 2. Shareholders holding shares in NSDL form, shall provide ‘D’ above ► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ► Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon for ‘Renaissance Global Limited/ Event number 25002 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.
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Institutional shareholders:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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.



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(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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 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

Forgot Password:

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.
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

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.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
3. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

**EXPLANTORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER****ITEM NO. 1:**

At the Annual General Meeting held on August 04, 2022, Mr. Darshil Shah (DIN: 08030313) was appointed as a Whole-time Director (WTD) designated as Executive Director of the Company, for a further period of 5 (five) years with effect from December 14, 2021 to December 13, 2026.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board of Directors of the Company at its meeting held on December 20, 2024 has appointed Mr. Darshil Shah as the Managing Director of the Company for a period of 5 years with effect from January 01, 2025 to December 31, 2029 (both days inclusive), on the recommendation made by the Nomination and Remuneration Committee at its meeting held December 20, 2024, in accordance with the provision of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules thereof and Regulations 17, 17(1C), 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations'), subject to your approval, on the terms and conditions, including remuneration, as detailed hereinafter:

- **Period:** From January 01, 2025 to December 31, 2029 (both days inclusive)
- **Nature of Duties:**

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time subject to superintendence, control and directions of the Board.
- **Salary**

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

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisite as per the rules and regulations of the Company for the time being in force and as determined by the Board.
- In addition to the remuneration within the above range Mr. Darshil Shah would also be entitled to:
 1. Company car with Driver at the entire cost of the Company for use on Company's business. Use of the car for personal use shall be billed by the Company.
 2. Any one Club life membership fee on Company's account;
 3. All expenses for use of mobile phone at the cost of the Company.
 4. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.



5. Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service.

The Agreement for the appointment of Managing Director was executed and shall be terminated by either the Company or the Managing Director with three months' prior written notice to the other party. However, the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

As long as Mr. Darshil Shah continues to act as Managing Director of the Company, his office shall not be liable to determination for retirement of Directors by rotation.

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

The Company shall pay above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and performance pay etc.

Accordingly, the payment of remuneration to Mr. Darshil Shah shall be as approved by the Members of the Company as above.

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

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

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

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

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

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



Mr. Darshil Shah will be in the best interests of the Company and therefore, the Board recommends the Resolution as set out at Item No. 1 of this Notice for approval of the members of the Company as a Ordinary Resolution.

The relatives of Mr. Darshil Shah may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Darshil Shah, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 2:

In accordance with the Company's Succession Plan and to promote young leadership at top management of the Company, the Board has promoted Mr. Darshil Shah to the post of Managing Director of the Company in place of Mr. Hitesh Shah (DIN:00036338), who will continue to be on the Board and its Committees as Non-Executive Director of the Company.

Further, considering Mr. Hitesh Shah's vast experience in the jewellery industry, along with his extensive knowledge, expertise, and wisdom in the business of the Company and the industry to which the Company belongs, the Board has appointed Mr. Hitesh Shah as a Management Consultant of the Company and approved the payment of consultancy fees of Rs. 4 lakhs per month.

Since the appointment of Mr. Hitesh Shah (DIN:00036338), Non-Executive Director (Promoter of RGL) as Consultant will attract the provisions of Section 188(1) (f) i.e. appointment of related party to office or place of profit and payment of constancy fees exceeding Rs. 2.5 lakhs per month and the provision of Regulation 17(1) (a) & (ca) of the SEBI (LODR) Regulations 2015, i.e payment to one non-executive director exceeding 50% of the total annual remuneration payable to all non-executive directors, based on recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on December 20, 2024 has approved and recommended to the members the appointment of Mr. Hitesh Shah as Management Consultant and payment of Consultancy fee to him in accordance with the terms and conditions of the Consultant Agreement entered into between the Company and Mr. Hitesh Shah.

The relatives of Mr. Hitesh Shah may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Hitesh Shah, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out at Item No. 2 of this Notice for approval of the members of the Company as a Special Resolution.

**ITEM NO. 3:**

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:

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 (standalone)
Company with more than one MD/WTD/ Manager	10% of the net profits of the company. (standalone)

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(standalone)
If there is no MD/WTD/Manager	3% of the net profits of the company (standalone)

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 above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

At the 34th Annual General Meeting (AGM) of the Company, the members, by way of a Special Resolution, approved the overall limit of maximum remuneration payable to the Directors, including the Managing Director, Whole-time Director, and Manager of the Company, up to ₹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, in the following manner:

- (i) To the Managing Director, Whole-time Director and Manager upto Rs. 4.5 crore per annum or 18% of the net profits of the Company (increased from 10%) whichever is higher, 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 Rs. 50 Lakhs per annum 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.

In view of appointment of Mr. Hitesh Shah, a Non-Executive Director as Management Consultant of the Company and payment of consultancy fees of Rs. 4 lakhs per month to him, the above mentioned limits approved by the members at 34th AGM for the total remuneration of Non Executives Directors are likely to be exceeded.



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

Therefore, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on December 20, 2024, considered and approved the proposal, subject to the approval of shareholders, to modify 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 2024-25, upto Rs. 5 crore per annum or 20 % of the net profits (standalone) of the Company, whichever is higher; as approved by shareholders at 34th Annual General Meeting, in the following manner:

- I. To the Managing Director, Whole-time Director and Manager upto Rs. 3.5 crore or 15% (decreased from 18%) of the net profits of the Company whichever is higher, 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 15% as aforesaid;
- II. To the Directors other than Managing Director and Whole-time Director, upto Rs. 1.5 crore or 5% (increased from 2%) of the net profits of the Company whichever is higher as may be decided by the Board from time to time.

All the Directors of the Company are interested in the Special Resolution set out in Item No. 3 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. 3 of this Notice for approval of the members of the Company as a Special Resolution.

Thanking you,

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

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

Sd/-
CS Vishal Dhokar
Company Secretary & Compliance Officer

Mumbai, December 20, 2024

**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**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. Darshil Shsh (DIN: 08030313)
Date of Birth	16/09/1989
Date of Appointment	14/12/2021
Qualifications	Chartered Accountant, General L.L.B.
Brief Resume including experience and Expertise in specific functional area	Mr. Darshil Shah is a qualified Chartered Accountant by profession. He has also done General L.L.B from Government Law College, Mumbai and is a Commerce graduate from Mumbai University. After a few years consulting in the field of business strategy, M&A and international taxation, Mr. Darshil joined Renaissance Global Ltd. In 2015. He spearheaded the Middle East division of the Company out of the UAE office from 2016 to 2020. He has since moved back to take over as the Vice President of Corporate Strategy for the RGL group. His fields of expertise include strategy, finance and operations.
Disclosure of relationships between directors inter-se;	-
Directorships held in other listed Public companies (excluding Section 8 companies)	-
Directorships held in other Public and Private companies	<ul style="list-style-type: none"> • Verigold Jewellery India Private Limited • Anived Portfolio Managers Private Limited • Anived Advisors Private Limited • Anived Trade Impex Private Limited
Details of resignation from a listed companies in past three years	-
Memberships / Chairmanships of committees of other Public Limited companies (includes only Audit Committee and Shareholders Relationship Committee)	-
Number of Equity shares held in the Company	1010000
Terms and Conditions of appointment / re-appointment	NA
Details of Remuneration sought to be paid	NA
Skills and capabilities required for the role of independent directors	NA