



RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2019/13

February 14, 2019

Bombay Stock Exchange Limited Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI Listing Regulation, 2015.

Dear Sir/ madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015), we are enclosing herewith a copy of the Postal Ballot Notice dated February 12, 2019, alongwith Postal Ballot Form dispatched to all the Members of the Company on February 13, 2019 seeking their approval for the following Special Resolutions through Postal Ballot including e-voting :

Item No.	Description of Special Resolution
1	Approval to change in name of the Company
2	Approval to adopt a new set of Memorandum of Association of the Company
3	Approval to adopt a new set of Articles of Association of the Company
4	Approval for continuation of the directorship of Mr. Arun Sathe
5	Approval for continuation of the directorship of Mr. Anil Chopra

The Postal Ballot Notice together with Explanatory Statement and Postal Ballot Form is sent to all members of the Company, whose names appear in the Register of Member / Register of beneficial owners, as on February 08, 2019.

The Company has engaged the e-voting services Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. The e-voting will commence on Friday, February 15, 2019 at 9.00 a.m. and ends on Sunday, March 17, 2019 at 5.00 pm. Result of Postal Ballot and e-voting will be declared on or before Tuesday, March 19, 2019.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **Renaissance Jewellery Ltd.**

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

Encl.: As above



RENAISSANCE JEWELLERY LTD.

CIN: L36911MH1989PLC054498

Regd. Office : Plot No. 36 A & 37, Seepz, Andheri (E), Mumbai – 400096

Tel 022- 4055 1200 | Fax : 022-2829 2146 | Email: investors@renjewellery.com | Web: www.renjewellery.com

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), that the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of postal ballot/electronic voting (“**e-voting**”) by giving their assent/dissent.

Pursuant to Section 102 and 110 of the Companies Act, 2013, the Explanatory Statements setting out the material facts and reasons for the proposed resolutions are appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on February 12, 2019 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 and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting.

The result of the postal ballot along with Scrutinizer’s report will be posted on the Company’s website - www.renjewellery.com and on website of CDSL - www.evotingindia.com as well as websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

Resolution No. 1:

Change in name of the Company from “Renaissance Jewellery Limited” to “Renaissance Global Limited”

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules there under (including any statutory modifications or re-enactment thereof, for the time being in force) and Memorandum of Association and Articles of Associations of the Company and necessary approval(s) required, if any, from appropriate authorities, including in-principle approval under regulation 45 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to change the name of the Company from “**Renaissance Jewellery Limited**” to the new name “**Renaissance Global Limited**”, as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.”

“RESOLVED FURTHER THAT consequent to aforesaid change of name of the Company, the Name Clause of the Memorandum of Association be and is hereby altered by substituting existing clause with the following new clause:

*“ I The name of the Company is **RENAISSANCE GLOBAL LIMITED**”*

“RESOLVED FURTHER THAT in Article 3A of the Articles of Association of the Company the name “**Renaissance Jewellery Limited**” be and is hereby substituted by “**Renaissance Global Limited**”.”

“RESOLVED FURTHER THAT wherever the name **“Renaissance Jewellery Limited”** is appearing in the Memorandum of Association and the Articles of Association of the Company, the same be and is hereby substituted by **“Renaissance Global Limited”**.”

“RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company, be and are hereby severally authorised to make, sign and execute and file necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney/s or authorised representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds, matters and things as may be considered necessary to give effect to the above mentioned resolutions.”

Resolution No. 2:

Adoption of new set of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof and other necessary approval(s), consent of the members be and is hereby accorded to adopt new set of Memorandum of Association in accordance with Table ‘A’ of Schedule I of the Companies Act, 2013 in substitution of the existing Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this resolution, including signing and filing all the e-forms and other documents with the statutory authorities.”

Resolution No. 3:

Adoption of new set of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof) and other necessary approval(s), consent of the members be and is hereby accorded to adopt new set of Articles of Association in accordance with Table ‘F’ of Schedule I of the Companies Act, 2013 in substitution of the existing Articles of Association.”

“RESOLVED FURTHER THAT any one of the Director and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this resolution, including signing and filing all the e-forms and other documents with the statutory authorities.”

Resolution No. 4:

Continuation of the directorship of Mr. Arun Sathe as an Independent - Non- Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded to Mr. Arun Sathe (DIN : 03092215) to continue to hold office of Independent Director under his current tenure which ends on conclusion of the 30th Annual General Meeting of the Company, notwithstanding that he has attained the age of 75 years on October 14, 2014.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this resolution.”

Resolution No. 5:

Continuation of the directorship of Mr. Anil Chopra as an Independent - Non- Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded to Mr. Anil Chopra (DIN : 01417814), to continue to hold office of Independent Director under his current tenure which ends on conclusion of the 30th Annual General Meeting of the Company, notwithstanding that he has attained the age of 75 years on July 12, 2018”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this resolution.”

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

Registered Office:

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

G.M. Walavalkar
GM - Legal & Company Secretary
Mumbai, February 12, 2019

NOTES:

1. The Board of Directors of the Company at its meeting held on, February 12, 2019 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 Resolutions is annexed herewith.
2. The Notice is being sent to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, February 08, 2019 being the cut-off date.
3. The Electronic Copy of the Postal Ballot Notice is being sent to Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
4. For Members whose email IDs are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope. The Postal Ballot Notice will also be available on the Company's website www.renjewellery.com. A person who is not a Member as on cut-off date shall treat this Notice for information purpose only.
5. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, February 08, 2019 will be considered for the purpose of reckoning voting rights.
6. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical ballot form can request for a Ballot Form at Link Intime India Private Limited, Unit: Renaissance Jewellery Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083 or they may also address their request through e-mail to: rnt.helpdesk@linkintime.co.in. The Postal Ballot Form can also be downloaded from the Company's website www.renjewellery.com.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
8. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed as if they have been passed at a duly convened General Meeting of the Members.
9. A Member cannot exercise his vote on postal ballot by proxy.

10. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 PM) on Sunday March 17, 2019. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 5:00 PM on Sunday March 17, 2019 will be considered invalid.
11. Incomplete, unsigned on incorrect, defaced or mutilated Postal Ballot Forms will be considered as invalid. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
12. Members desirous to opt for e-voting are requested to read the e-voting instructions given in the Notes below. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.
13. The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorised by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or authorised Director, on or before Tuesday, March 19, 2019 at the registered office and will be displayed on the website of the Company www.renjewellery.com. Also the same will be communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
14. The Resolutions, if passed by the Members with requisite majority through postal ballot, shall be deemed to have been passed on Sunday March 17 at 5.00 p.m. i. e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the office hours on all working days until the last date for receipt of votes by postal ballot/e-voting.

16. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable the members to cast their votes electronically.

The business of this Postal Ballot may be transacted through e-voting as per details given below:

- (a) Date and time of commencement of e-voting: **Friday, February 15, 2019 at 9.00 a.m.**
- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Sunday, March 17, 2019 at 5.00 p.m.**

The e-voting module shall be disabled by CDSL for voting, thereafter.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, February 08, 2019** may cast their vote electronically, irrespective of mode of receipt of postal ballot notice by the shareholder.

- (c) Details of Website for e-voting: www.evotingindia.com
- (d) Details of Scrutinizer: Mr. V. V. Chakradeo Practicing Company Secretary. (COP No. 1705), E-mail: vvchakra@gmail.com
- (e) **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:

(Applicable in all cases whether POSTAL BALLOT NOTICE is received by e-mail or in physical form)

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your **User ID** as under:
 - a. For CDSL: enter 16 digits beneficiary ID,
 - b. For NSDL: enter 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed on the screen and Click on Login.
- (v) Now enter your **password** as under:
 - (a) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company in the past, then your existing password is to be used.
 - (b) If you are a first time user, then follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by income Tax Department (Applicable for both demat shareholders as well as physical shareholders) – Members who have not updated their PAN with the Company/ DP are requested to enter in the PAN field the sequence number which is printed on POSTAL BALLOT FORM.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth, in dd/mm/yyyy format, as recorded in your demat account or in the company records, in order to login. – If both the details are not recorded with the DP or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly to the company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company(s) on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, these details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for “**Renaissance Jewellery Ltd.**” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK”, if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xvii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the frequently asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

Resolution No. 1:

Your Company (RJL) has grown its business over a period of more than 29 years since its incorporation and has earned all-round goodwill of its customers, suppliers and other stakeholders. Geographies RJL sells to now include CANADA, UNITED KINGDOM, GERMANY, UNITED STATES OF AMERICA, UAE, AUSTRALIA ETC.

Unlike India, in the international Markets, ‘Jewellery’ is considered more of ‘a lifestyle item’ than something used for wealth creation, as is the conventional Indian view. The reputed multi-commodity store chains such as WalMart, Zales Corporation, Amazon, Argos, Damas, JC Penney, to whom RJL supply its products, also categorise RJL products under lifestyle items. Thus, in the International market our products are considered more as ‘lifestyle/ fashion accessories’ which is a much wider-spectrum sector as compared to term Jewellery. Your Company also hold license to manufacture & market brands like Hallmark and Disney, which are not exclusively jewellery brands.

Since the RJL is predominantly an export oriented Company and besides the sale of jewellery, the Company is also engaged in sale of Gems & Diamonds which is expected to grow further in the coming years, the management of your Company thinks that having the word “Jewellery” in the name of company has become a misnomer and a constraint in reaching out to the population of target customers and gives a restrictive & myopic view about Company’s operations and is not conducive to the growth ambitions of the Company across many sectors/segments. As against this, it is perceived that the proposed name truly reflects the Company’s business and is in the best interests of the Company.

In view of the above, the Board at its meeting held on December 06, 2018 had decided, subject to necessary approvals, to change the name of the Company and accordingly the Company had applied ROC for reserving the names proposed by the Board. The Company has received the name availability letter dated January 23, 2019 from the Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, New Delhi wherein the name "Renaissance Global Limited" has been reserved and made available to the Company for changing its' existing name "Renaissance Jewellery Limited".

Consequently, the Board of Directors of the Company has approved to change the name of the Company from "Renaissance Jewellery Limited" to the new name "Renaissance Global Limited", and recommended the same for members' approval as a Special Resolution through postal ballot or e-voting procedure.

The said change in name of the Company shall be subject to the approval, consent, sanction and permission if any, from appropriate authorities, including in-principle approval of the Stock Exchanges under regulation 45 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The change in name of the Company as proposed would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / Stakeholders. The Change of Name of the Company shall be effective from the date of Fresh Certificate of Incorporation.

As required under the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and Rules made there under, the change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution No. 1, except to the extent of their shareholding entitlements, if any.

Your Directors recommend the Resolution No. 1 of the Postal Ballot Notice for the approval of the Members as a Special Resolution.

Resolution Nos. 2 & 3:

Consequent to the change in name of the Company to Renaissance Global Limited, the name clause in Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the changed name.

Further, it is perceived to be in the best interest of the Company to align the Memorandum of Association of the Company as per the provisions of Table A of the Schedule I of the Companies Act, 2013. Accordingly, your Board of Directors has approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a) The heading of **Clause III(A)** "Main Objects of the Company to be pursued by the Company on its incorporation" be changed to "Objects to be pursued by the Company on its incorporation";
- b) The heading of **Clause III(B)** "Objects incidental or ancillary to the attachment of the main objects" be changed to "Matters which are necessary for furtherance of the Objects specified In **Clause III(A)**";
- c) All clauses under heading **Clause III(C)** "Other objects" be deleted;
- d) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013.

The Members are requested to note that except the Name Clause and the Objects Clause, no change is proposed in the Situation Clause, Liability Clause and Capital Clause.

Also the existing Articles of Association (AOA) are based on the then applicable provisions of the erstwhile Companies Act 1956, which are thus no longer in full conformity with the now applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (collectively 'the Act'). It is perceived to be in the best interest of the Company to align the provisions of the Articles of Association with the provisions of the Act. Accordingly it is considered expedient to wholly substitute the existing set of Articles with a new set of Articles, based on Table "F" of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Sections 4, 5, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association and Articles of Association of the Company. Therefore, your Board of Directors recommends the Special Resolutions as set out at Resolution No. 2 and 3, respectively, in the accompanying notice for the approval of Members via Postal Ballot/ e-Voting. A copy of the proposed draft of Memorandum and Articles as well as the existing Memorandum and Articles of Association are available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at www.renjewellery.com.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 2 and 3, except to the extent of their shareholding entitlements, if any.

Resolution Nos. 4 & 5:

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) prescribes that w.e.f. April 01, 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect.

Both, Mr. Arun Sathe and Mr. Anil Chopra who were appointed as Non Executive Independent Director of the Company for a period of 5 (Five) years at the 25th Annual General Meeting of the Company held on September 12, 2014, have respectively attained the age of 75 years during their current term, which is valid till conclusion of 30th AGM to be held on or before September 30, 2019.

Mr. Arun Sathe (DIN : 03092215) is a veteran practicing Lawyer in Tax Tribunal, Hon'ble High court, Hon'ble Supreme Court, mainly in Income Tax, Election Law and constitutional Matters. He is a member of Maharashtra Chamber of Commerce and former member of FICCI, former part-time member of SEBI. He is also connected with various other social and political organizations.

Mr. Anil Chopra (DIN : 01417814) has over 30 years experience in marketing of consumer products, Commercial, Human Resource Development and Administration functions. He had worked in Tata Sons and their group company, Voltas.

The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance certainly adds value in decision making process of the Company. Members' approval is sought pursuant to the newly amended provisions of the SEBI LODR for continuation of the existing tenures of Mr. Arun Sathe and Mr. Anil Chopra as the Non-executive Independent Directors of the Company for the balance tenure of their respective current term.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee of the Company and considering benefits of the expertise of the aforesaid Independent Directors, has recommended the resolution Nos. 4 and 5, respectively, for approval of Members by way of special resolution via Postal Ballot/e-Voting.

Mr. Arun Sathe is interested in Resolution No. 4 and Mr. Anil Chopra is interested in Resolution No. 5. No other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution No. 4 and 5, except to the extent of their shareholding entitlements, if any.

Thanking you,

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

G.M. Walavalkar
GM - Legal & Company Secretary
Mumbai, February 12, 2019

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



RENAISSANCE JEWELLERY LTD.

CIN: L36911MH1989PLC054498

Regd. Office : Plot No. 36 A & 37, Seepz, Andheri (E), Mumbai – 400096

Tel 022- 4055 1200 | Fax : 022-2829 2146 | Email: investors@renjewellery.com | Web: www.renjewellery.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

1	Name and Registered Address of the sole/first named Member	
2	Name(s) of Joint-Holder(s), if any	
3	DP ID No. / Client ID No.	
4	Number of equity shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s), as specified in the Notice of Postal Ballot of the Company dated February 12, 2019, to be passed through Postal Ballot by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of Equity Share(s)	Assent (For)	Dissent (Against)
1	Approval to change in name of the Company			
2	Approval to adopt a new set of Memorandum of Association of the Company			
3	Approval to adopt a new set of Articles of Association of the Company			
4	Approval for Continuation of the directorship of Mr. Arun Sathe			
5	Approval for Continuation of the directorship of Mr. Anil Chopra			

Place: _____

Date: _____

Signature of Member / Beneficial Owner

E mail: Tel

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN / Sequence No.*
19020811	

* Only Members who have not updated their PAN with Company/Depository Participant shall use 10-digit sequence number printed above.

Note:

- Please read the instructions printed overleaf before exercising your vote through this form or e-voting.
- For e-voting, please read the instructions printed under the Note No. 16 to the Postal Ballot Notice dated February 12, 2019. The Voting period begins on Friday, February 15, 2019 at 9.00 a.m. and ends on Sunday, March 17, 2019 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Sunday, March 17, 2019 Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on Friday, February 08, 2019.
10. The result of the Postal Ballot will be declared on or before Tuesday, March 19, 2019 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
