



RENAISSANCE GLOBAL LIMITED

CIN.: L36911MH1989PLC054498

REGD. OFFICE / UNIT I : PLOT NO. 36A & 37, SEEPZ, ANDHERI (E), MUMBAI 400 096.

TEL. : 022-4055 1200 | FAX : 022-2829 2146 | WEB: www.renaissanceglobal.com

Ref. No.: RGL/S&L/2022/94

May 12, 2022

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 U/R 30 of the SEBI (LODR) Regulation, 2015.

Dear Sir/ Madam,

In compliance with 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 seeking approval of the members for the following special resolutions by way of remote e-voting process:

Item No.	Description of Special Resolution
1	To approve Sub - Division of Equity Shares of the Company.
2	To approve Alteration of the Capital Clause of the Memorandum of Association of the Company.

The Postal Ballot Notice together with Explanatory Statement is sent through email to all the members of the Company, whose names appear in the Register of Member / Register of beneficial owners, as on May 09, 2022 ("Cut-of-Date").

The Company has engaged the services of INSTA-VOTE, an electronic voting platform of the Link Intime India Private Limited for the purpose of providing e-voting facility to all the Members.

The e-voting facility will be available during the following period:

Commencement of e-voting : **9:00 a.m. (IST) on Monday, May 16, 2022**

End of e-voting : **5:00 p.m. (1ST) on Tuesday, June 14, 2022**

The Postal Ballot Notice is also available on the Company's website at www.renaissanceglobal.com

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **Renaissance Global Limited**

G. M. Walavalkar
VP – Legal & Company Secretary

Encl: As above



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POSTAL BALLOT NOTICE

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

Dear Shareholder,

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 Section 110 of the Companies Act, 2013 (“the Act”), Rule 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 and General Circular No. 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), 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 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 view of the strict measures been continued by the government due to COVID-19 pandemic, the Company will send postal ballot notice by e-mail to all those Members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. Hardcopy of the postal ballot notice along with postal ballot forms and a pre-paid business reply envelope will not be sent to the Members for this postal ballot and Members are required to communicate their assent or dissent on resolutions through the remote e-voting system only.

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, as the agency to provide e-voting facility to all its members to cast their votes electronically.

You are requested to peruse the proposed resolutions along with their respective explanatory statement and thereafter record your assent or dissent to the said resolutions by means of remote e-voting facility provided by the Company.

The Scrutinizer will submit his report to the Chairman or any other authorised director of the Company after the completion of the scrutiny of remote e-voting. The result of the postal ballot shall be declared on or before **Thursday, June 16, 2022** at the Registered Office of the Company.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the resolutions 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. **Tuesday, June 14, 2022** if the same are approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. Sub - Division of Equity Shares of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed there under (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with Article 35(iii) of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the shareholders of the Company, be and is hereby accorded to sub-divide /split existing each equity share of Rs. 10/- (Rupees Ten only) each fully paid into 5 (five) equity shares of Rs. 2/- (Rupees Two only) each, fully paid-up.

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the authorized equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre sub-division			Post sub-division		
	No. of shares	Face Value (INR)	Total Share Capital (INR)	No. of shares	Face Value (INR)	Total Share Capital (INR)
Equity Share Capital	8,87,00,000	10 each	88,70,00,000	44,35,00,000	2 each	88,70,00,000
Preference Share Capital	1,00,00,000	10 each	10,00,00,000	1,00,00,000	10 each	10,00,00,000
Total Authorised Share Capital			98,70,00,000			98,70,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Issued, Subscribed and Paid-up Equity Share Capital	1,88,79,440	10 each	18,87,94,400	9,43,97,200	2 each	18,87,94,400

RESOLVED FURTHER THAT pursuant to the aforesaid sub-division of the equity shares of the Company, all the existing issued, subscribed and paid up equity shares of the Company having nominal value Rs. 10/- (Rupees Ten only) each fully paid existing on the Record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value Rs. 2/- (Rupees Two Only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari passu in all respects with the then existing equity shares, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the equity shares in dematerialized form, the subdivided equity shares of nominal value of Rs. 2/- (Rupees Two Only) each shall be credited proportionately to the respective beneficiary account of the Members, with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each on the Record Date and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form.

“RESOLVED FURTHER THAT the new share certificate(s) of the Company of nominal value of Rs. 2/- (Rupees Two Only) each, in lieu of such existing share certificates of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form be issued to the existing shareholders as on the record date and Mr. Hitesh Shah, Managing Director and Mr. Darshil Shah, Director of the company and Mr. G. M. Walavalkar, Company Secretary of the Company be and are hereby authorised to sign the share certificates.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to the scheme size of the existing Renaissance Global - Employees Stock Option Plan 2021’ (“RGL ESOP - 2021”) as well as to the stock options which have been granted / to be granted to employees of the company under said RGL ESOP – 2021, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price for all employee stock options which are outstanding as on the Record Date (vested and unvested) shall be proportionately adjusted and the number of stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted and

the Nomination and Remuneration Committee/ Compensation Committee of the Company be and is hereby authorised to do all the things incidental and necessary in this regard.

RESOLVED FURTHER THAT Mr. Hitesh Shah, Managing Director Mr. Darshil Shah, Director of the company and Mr. G. M. Walavalkar, Company Secretary of the Company be and are hereby authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to these Resolutions.

2. Alteration of the Capital Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Companies Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications, variations or re-enactments thereof from time to time) consent of the shareholders be and is hereby accorded to replace the existing Clause V (a) of the Memorandum of Association of the Company with the following new Clause:

"V (a). The Authorized Share Capital of the Company is Rs. 98,70,00,000/- (Rupees Ninety Eight Crores Seventy Lakhs only) divided into 44,35,00,000 (Forty Four Crores Thirty Five Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) and 1,00,00,000 (One Crore) 0% optionally convertible or redeemable non-cumulative preference share of Rs. 10/- each. Any shares of the original or increased capital may from time to time be issued with guarantee or any right of preference whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any share previously issued or subject to any provisions or conditions and with any special right or without and right of voting and generally on such terms as the Company may from time to time determine."

RESOLVED FURTHER THAT Mr. Hitesh Shah, Managing Director Mr. Darshil Shah, Director of the company and Mr. G. M. Walavalkar, Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, , and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution"

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

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

G.M. Walavalkar
VP - Legal & Company Secretary

Mumbai, May 05, 2022

NOTES:

1. The Board of Directors of the Company at its meeting held on May 05, 2022 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. The Postal Ballot Notice shall also be available on the website of the Company www.renaissanceglobal.com.
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 **Monday, May 09, 2022** (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 **Tuesday, June 14, 2022**, (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 postal ballot shall be deemed to have been passed on the last date specified for the remote e-voting (i.e. **Tuesday, June 14, 2022** 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. The Board at its meeting held on May 05, 2022, has appointed Mr. V. V. Chakradeo, a Practicing Company Secretary (Membership No. 3382 / CP. No. 1705), as the scrutinizer ("Scrutinizer") for conducting the remote e-voting process in a fair and transparent manner.
11. 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. **Tuesday, June 14, 2022**.
12. 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.
13. The postal ballot notice is also placed on the website of the Company www.renaissanceglobal.com 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.
14. The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website - www.renaissanceglobal.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and Link Intime India Private Limited
15. **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 electronic voting platform of the Company's Registrar and Share transfer Agent, Link Intime India Private Limited ('LI IPL') for the purpose of providing e-voting facility to all its Members.

The cut-off date for the purpose of remote e-voting is **Monday, May 09, 2022**.

- (a) Date and time of commencement of e-voting: **Monday, May 16, 2022 at 9.00 a.m.**
- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Tuesday, June 14, 2022 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 **Monday, May 09, 2022** may cast their

vote electronically, irrespective of mode of receipt of Postal Ballot notice by the shareholder.

- (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.**

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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 & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • 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. • If the user is not registered for Easi/Easiest, option to register is available at

	<p>https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <ul style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon for ‘Renaissance Global Limited/ Event number 220112 E-voting page will appear. 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

[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 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 helpdesk.evoting@cdslindia.com 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.](#)

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

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

ITEM NO. 1 AND 2:

The paid-up share capital of the Company is Rs. 18,87,94,400 (Rupees Eighteen Crore Eighty Seven Lakh Ninety Four Thousand Four Hundred only) consisting of 1,88,79,440 equity shares of Rs. 10/- (Rupees Ten only) each.

As the members are aware, the equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited, (BSE) and are also regularly traded on the said Exchanges. Owing to the Company's strong financial performance, the market price of the Company's Equity Shares has grown steadily over the past few years. In order to improve the liquidity of Company's shares, to widen shareholder base and to make the shares affordable to small investors, the Board of Directors at its meeting held on May 5, 2022 have proposed to sub-divide the nominal value of Authorized/ Subscribed, Issued and Paid-up of the Company from one equity share of Rs.10/- (Rupees Ten only) each to five equity shares of Rs. 2/- (Rupees Two only) each.

The aforesaid sub-division of equity shares would require amendment to existing Capital Clause V (a) of the Memorandum of Association.

The Managing Director, Executive Directors or Company Secretary of the Company shall fix the Record Date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the Record Date will be fixed after the approval of the shareholders is obtained.

Pursuant to the provisions of Section 13 and 61 (1) (d) of the Companies Act, 2013, approval of the members is required for sub-division of shares and consequent amendment of clause V(a) of the Memorandum of Association.

The sub-division of Equity Shares would, inter-alia, require appropriate adjustments to the scheme size under the existing Renaissance Global - Employees Stock Option Plan 2021' ("RGL ESOP - 2021") as well as with respect to the stock options of the Company under said "RGL ESOP - 2021", pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date (vested and unvested options) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for Equity Shares of face value

of Rs 2/- each and the grant price and quantity of all the outstanding / to be granted stock options shall be proportionately adjusted.

Your Directors recommend the Resolution at item nos. 1 and 2 of this Notice, for your approval through postal ballot process.

None of Directors of the Company or Key Managerial Personnel is concerned or interested in the resolution except to the extent of the equity shares held by them in the Company.

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

G.M. Walavalkar
VP- Legal & Company Secretary

Mumbai, May 05, 2022